

**IN THE UNITED STATES DISTRICT COURT
FOR THE MIDDLE DISTRICT OF ALABAMA
NORTHERN DIVISION**

REGIONS ASSET COMPANY, REGIONS
FINANCIAL CORPORATION and
REGIONS BANK

Plaintiffs,

v.

REGIONS UNIVERSITY, INC.

Defendant.

Civil Action No. 2:06-cv-882-MHT

DECLARATION OF DOUGLAS J. JACKSON

I, Douglas J. Jackson, declare and say:

1. I am the Senior Vice President and Director, Community Affairs, for Regions Financial Corporation ("Regions"). I have been in this position since November 4, 2006.
2. Regions is committed as an organization to an active presence in the communities in its 16 state footprint. Regions has community affairs managers located throughout the footprint.
3. In 2006, Regions and AmSouth jointly contributed more than \$12 million to a wide range of nonprofit organizations. Regions associates volunteered thousands of hours to agencies such as the Salvation Army, Junior Achievement, Habitat for Humanity and the YMCA/YWCA. Regions also has implemented a matching gift program for associates that will

match donations made by associates to qualifying organizations in education and in arts and culture.

4. Also in 2006, Regions and AmSouth jointly provided almost \$7.8 billion in loans used to purchase, refinance, or improve homes, including more than \$1.5 billion in such loans to low-to moderate-income borrowers and in low-to moderate-income census tracts and originated \$6.9 billion in CRA small business loans in 2006, \$1.4 billion of which went to businesses located in low to moderate income areas. This makes Regions one of the largest providers of small business loans in the United States. The U.S. Small Business Administration consistently ranks Regions as one of the top small business-friendly financial service providers in the country.

5. Regions has committed at least \$100 billion from 2007-2013 to support community development, small business lending and mortgage lending for low- to moderate-income communities and borrowers.

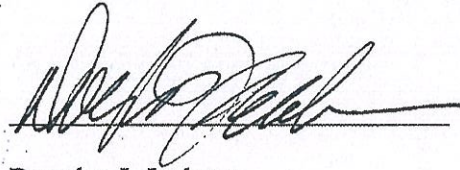
6. Regions also sponsors many community events and we support numerous local and national organizations some of which are described in the Social Responsibility Annual Report (the "Report") that is attached as Exhibit A. This Report indicates the depth and breath of Regions involvement in its communities.

7. Regions associates provide a high level of significant community development services throughout the footprint. Community development services target low and moderate income individuals and are related to providing financial services or expertise. These services would include serving on boards or committees of non-profits that provide services to low and moderate individuals and providing financial education and training to low and moderate

individuals. In 2004-2006, the associates of Regions and AmSouth jointly participated in over 4,600 community development services in various leadership levels and capacities.

I declare under penalty of perjury that the above facts are true to the best of my knowledge.

Executed August 16, 2007.

A handwritten signature in black ink, appearing to read "Douglas J. Jackson", written over a horizontal line.

Douglas J. Jackson

EXHIBIT A – 1



can we make **life** better?

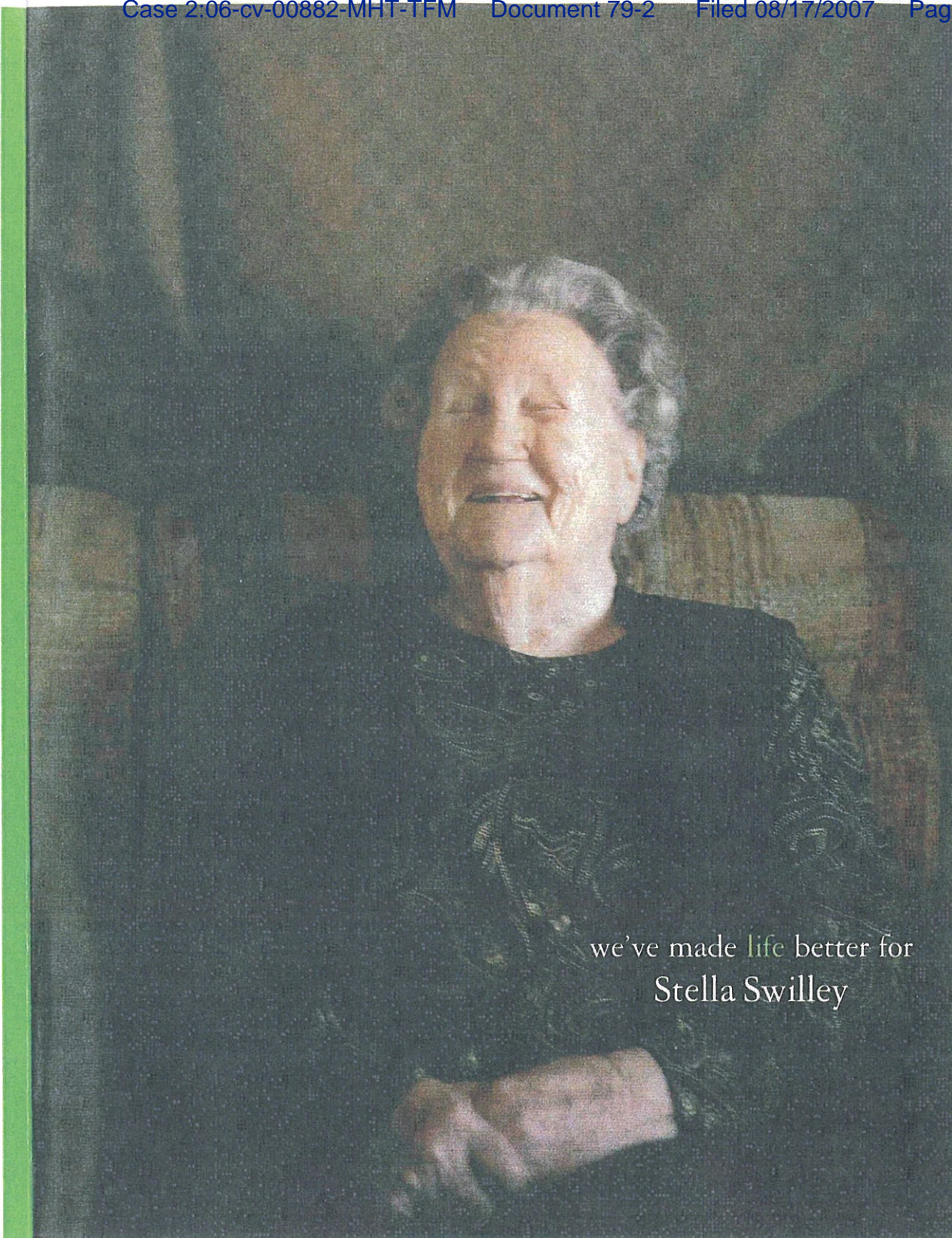
RAC00040414

Yes, we can make life better.

Helen Keller may have explained it best when she said, "It is amazing how much good can be accomplished when a group of motivated people get behind a cause." With Regions, you get more than 30,000 people behind the cause of making life better. When one of us reaches out to make life better, the ripple effect can be phenomenal. Changing one life can help an entire family. And then the ripples reach out to a neighborhood. A city. A world. It all begins with one small step. This is what our communities can expect of us. More vision. More leadership. More passion. More solutions. It's the reason we're here--to make life better for others. True, we are in the business of banking. But more importantly, we are in the business of life. To make life better. For everyone around us, and maybe for people we'll never meet.

RAC00040415

Regions



we've made life better for
Stella Swilley

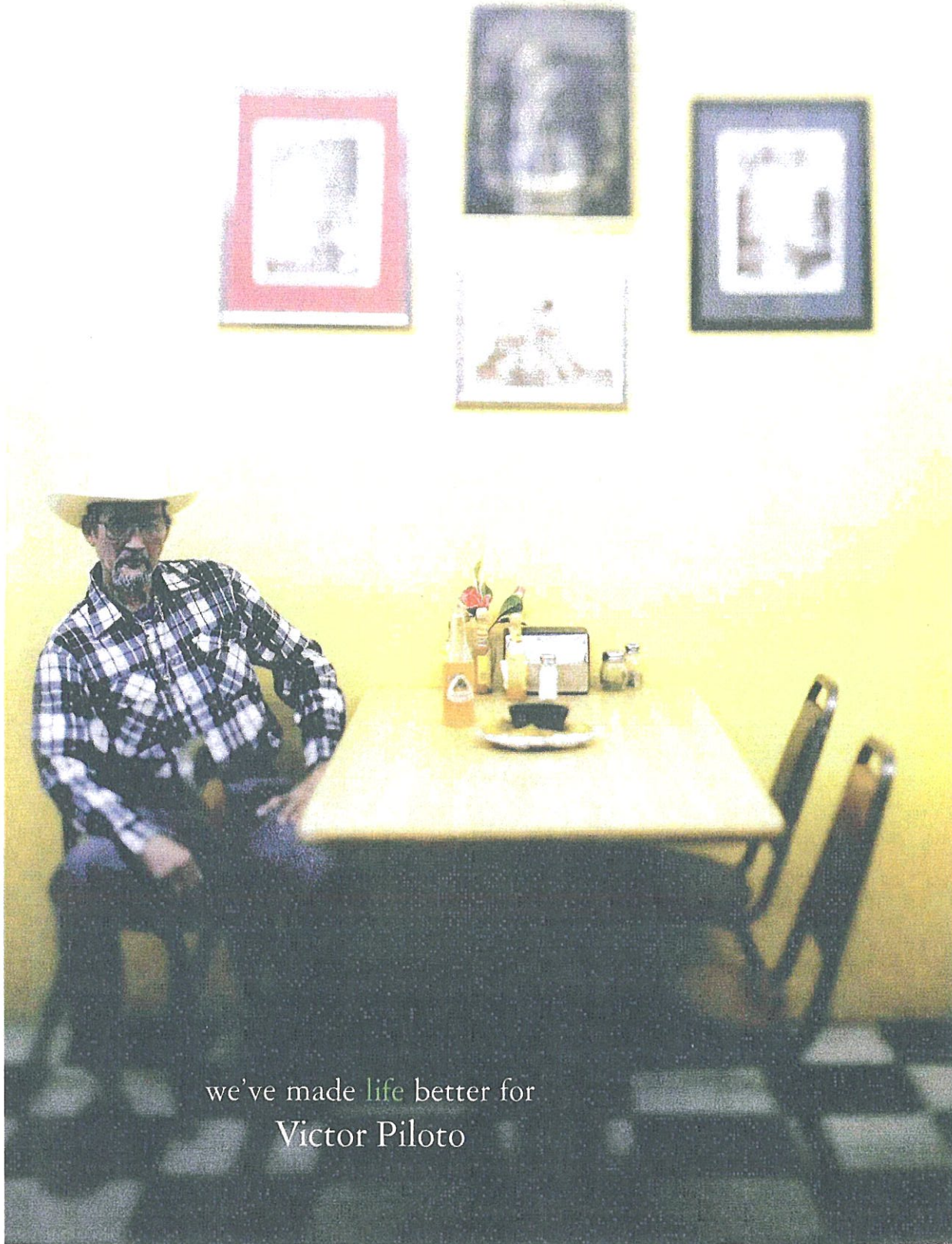
RAC00040416



we've made **life** better for
Anand Bosmia

RAC00040417

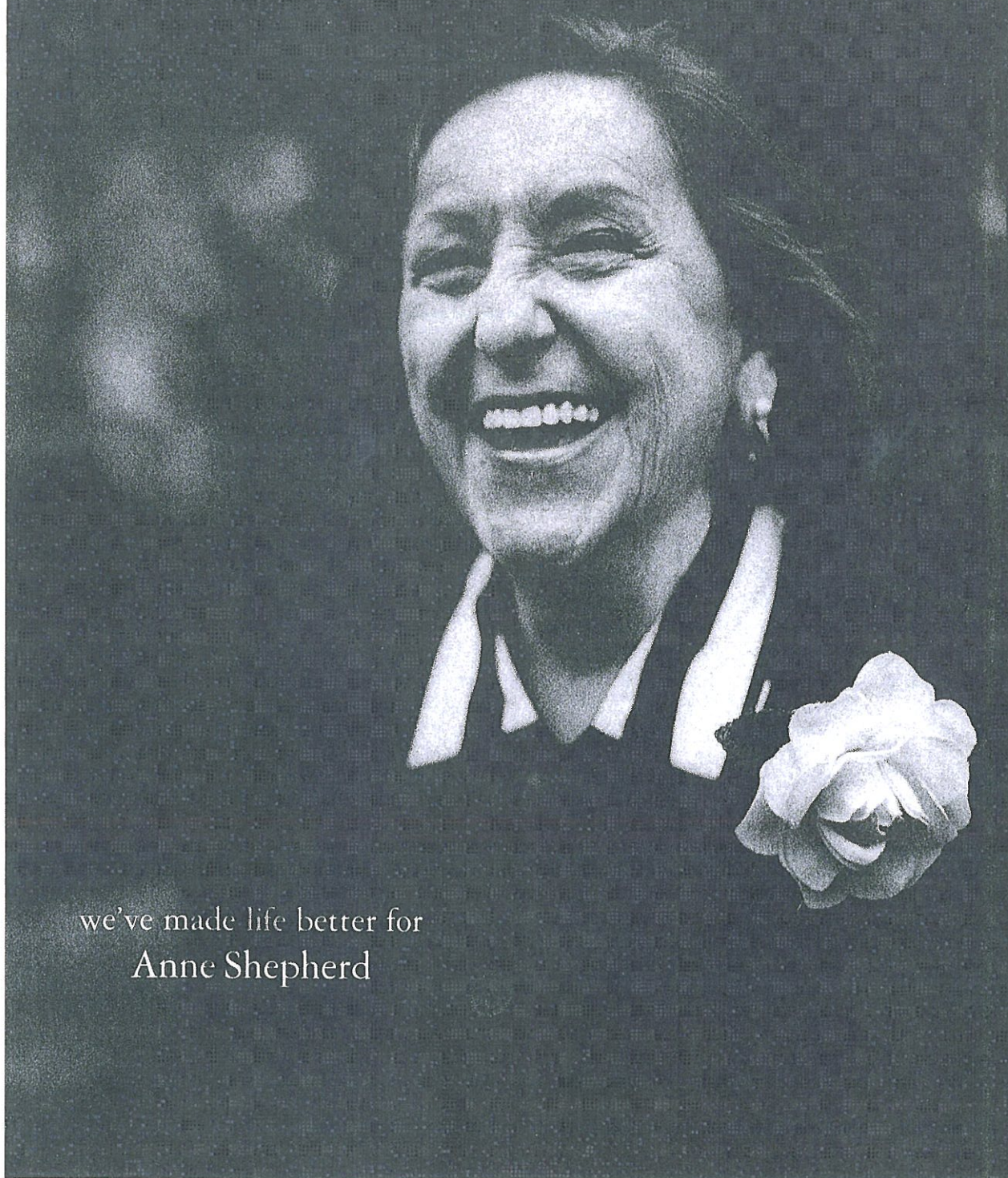
UAB Academic Scholars



we've made life better for
Victor Piloto

El Centro Latinoamericano

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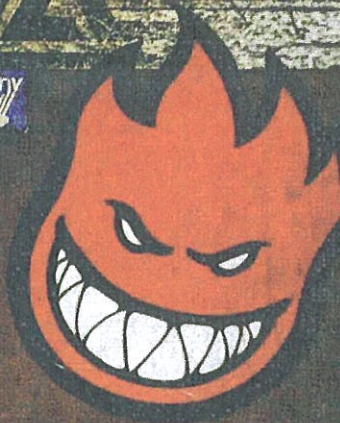
we've made life better for
Anne Shepherd

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Cheekwood Botanical Garden

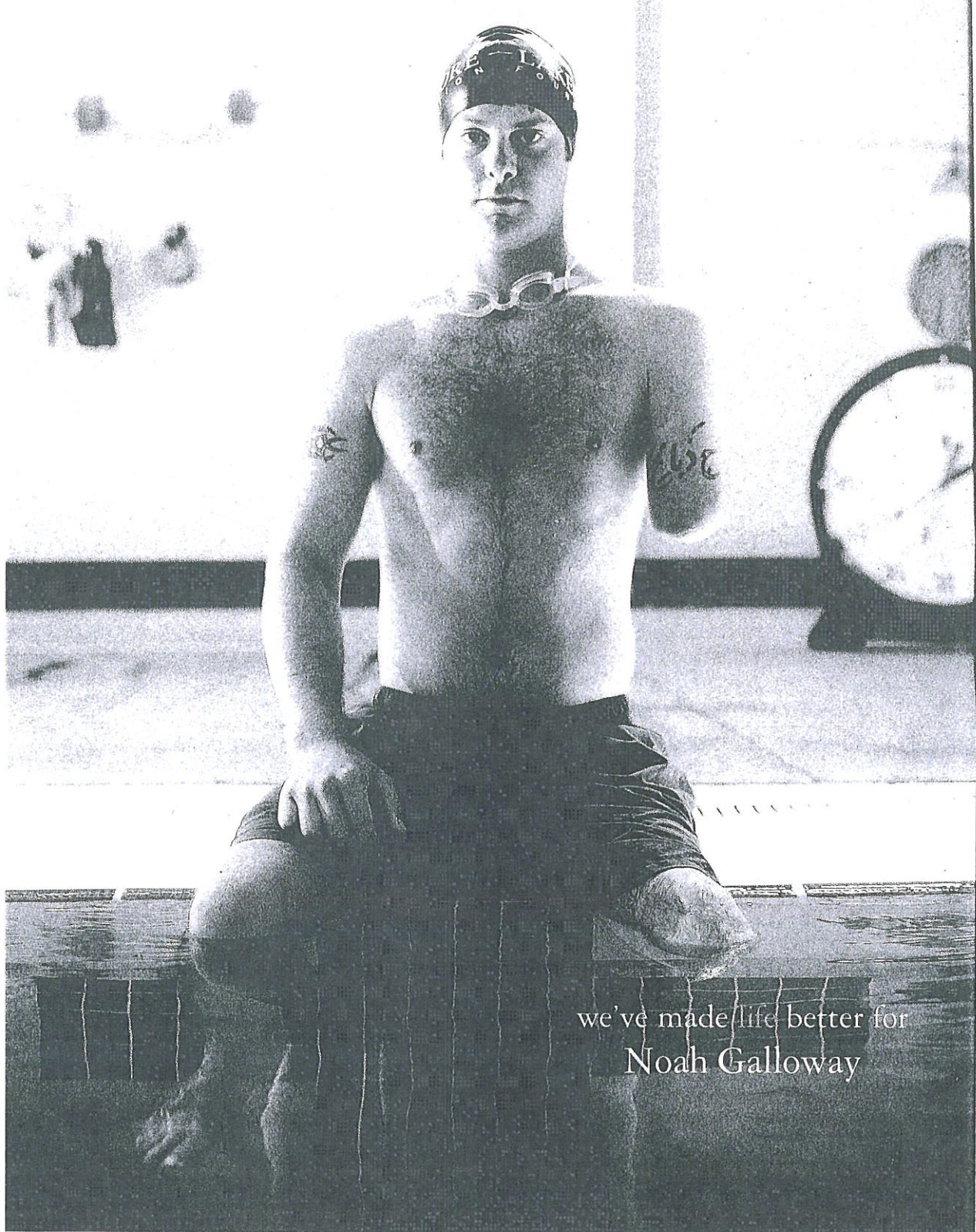
we've made life better for
Stas Janeczko

rainy
day



Rocketown Nashville

RAC00040420

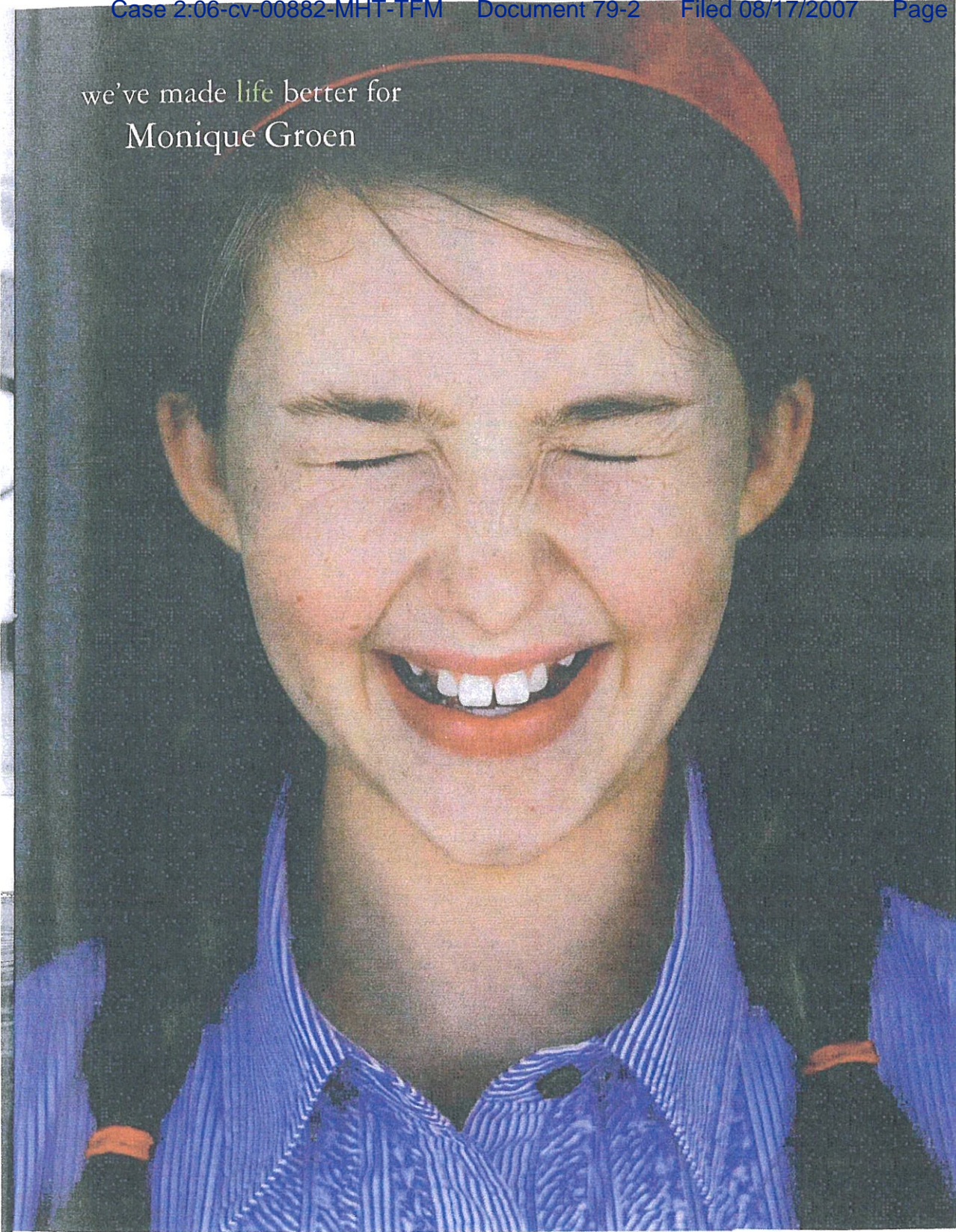


we've made life better for
Noah Galloway

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Lakeshore Foundation of Birmingham

we've made life better for
Monique Groen



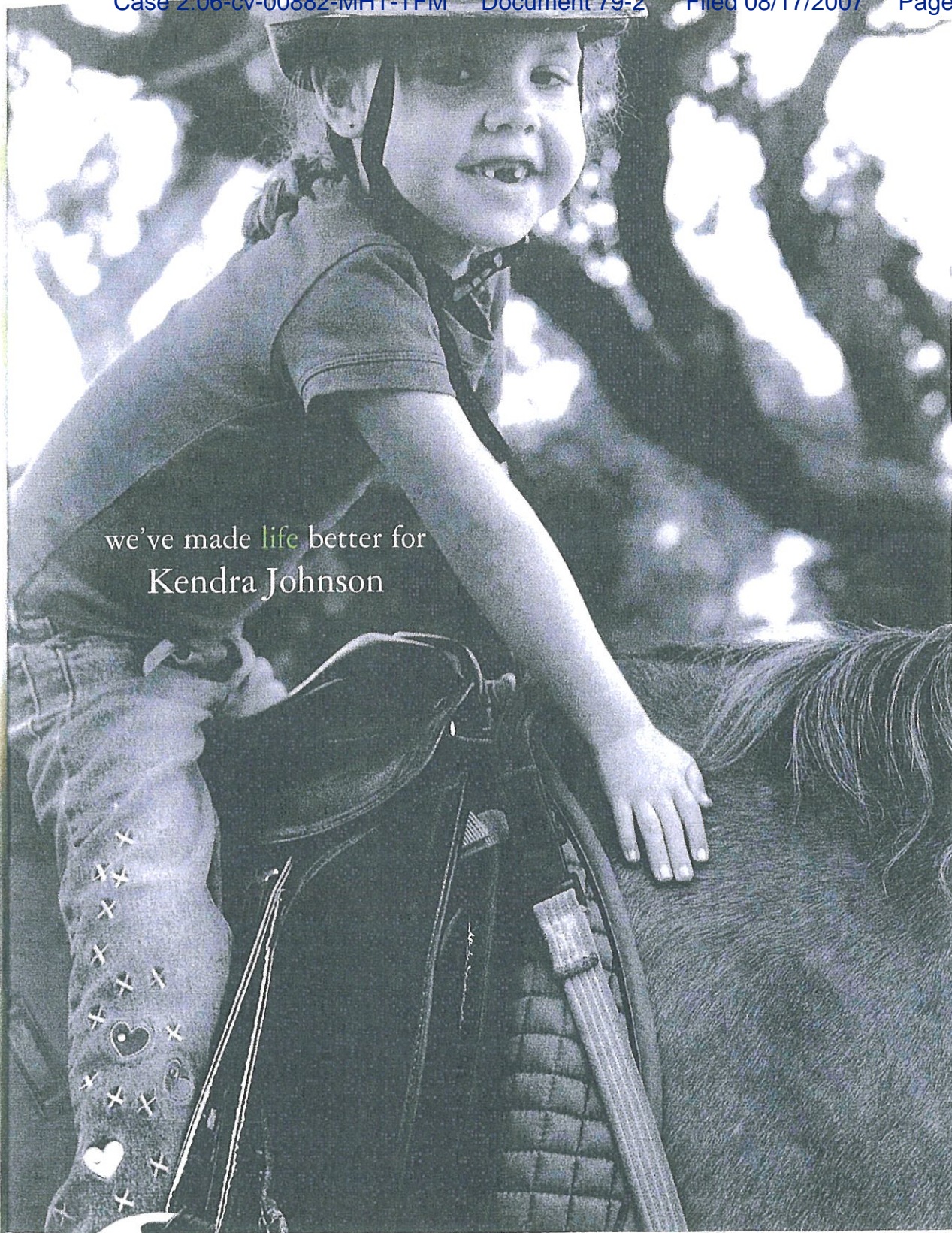
Children's Museum of Houston

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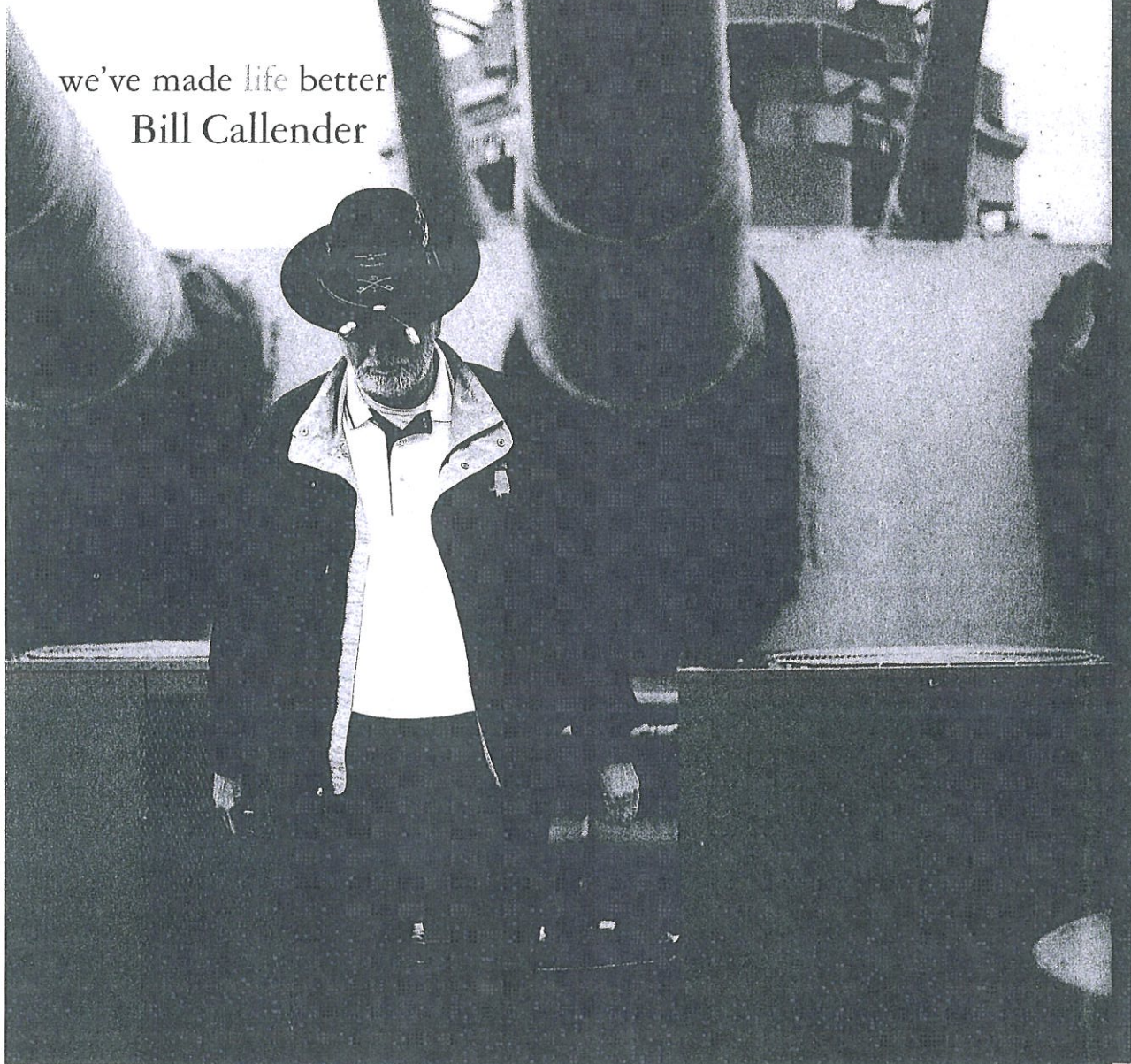
Ophelia Project of Tampa



we've made life better for
Kendra Johnson

Naples Equestrian Challenge

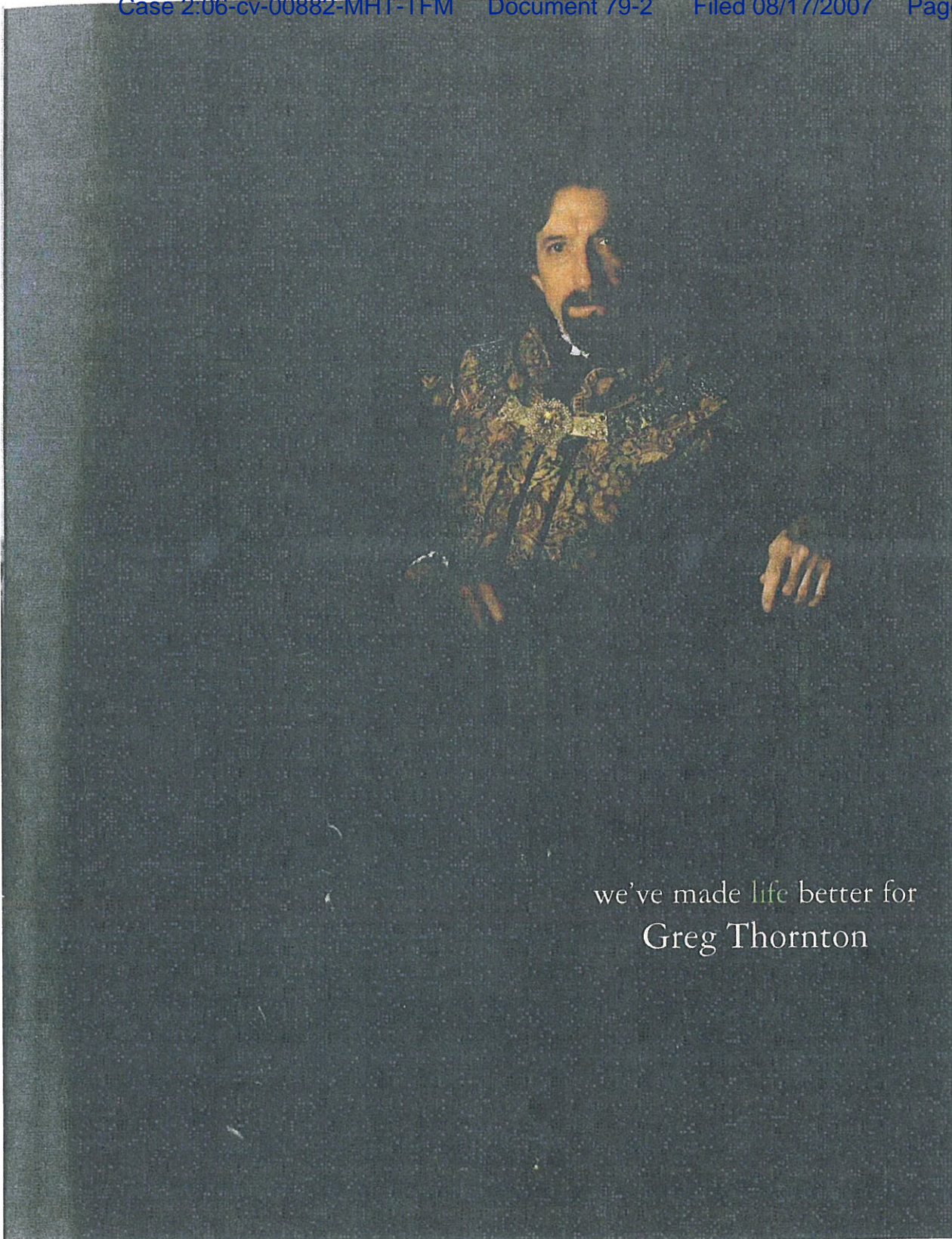
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we've made life better
Bill Callender

RAC00040425

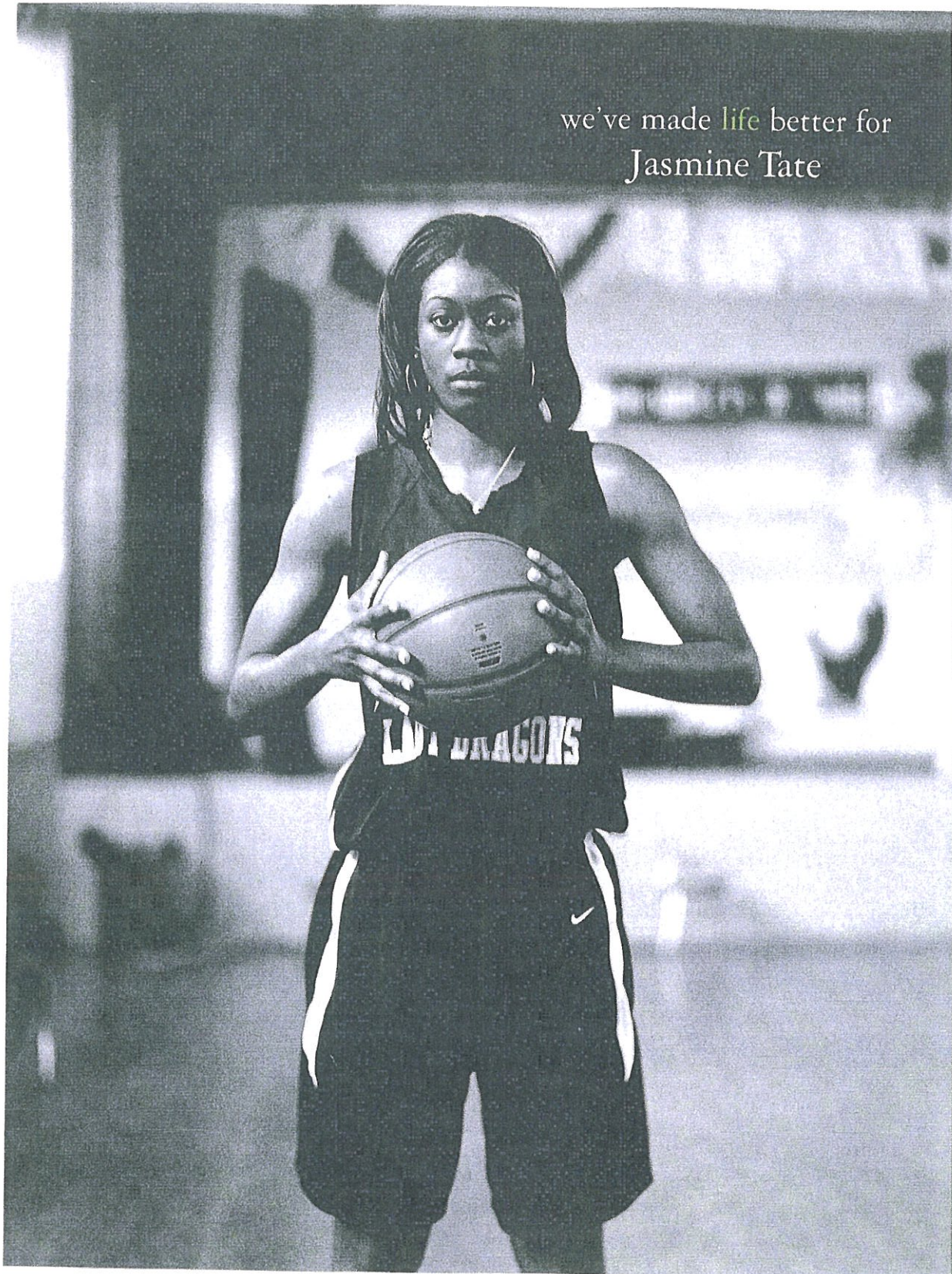
Battleship USS Alabama



we've made life better for
Greg Thornton

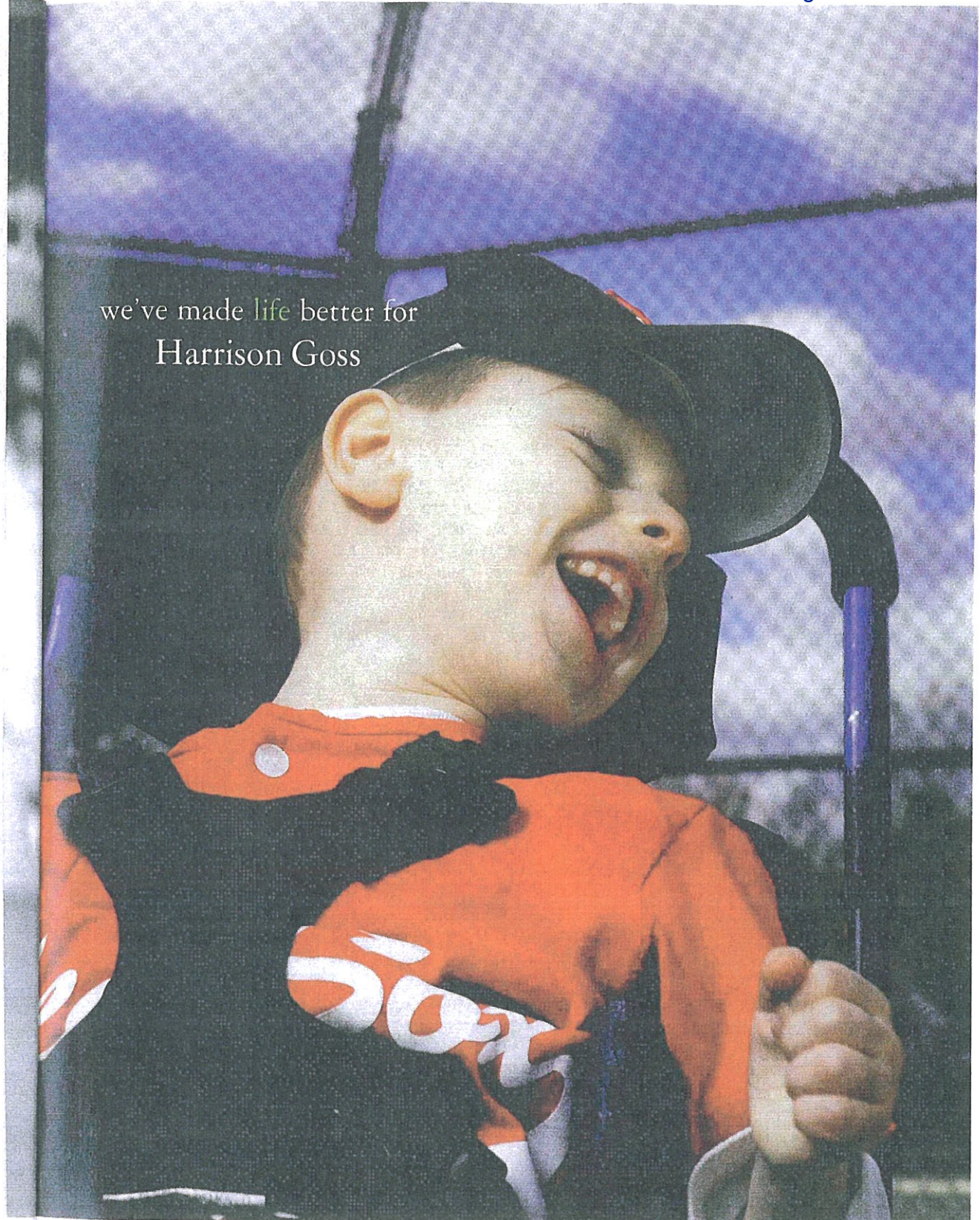
Alabama Shakespeare Festival

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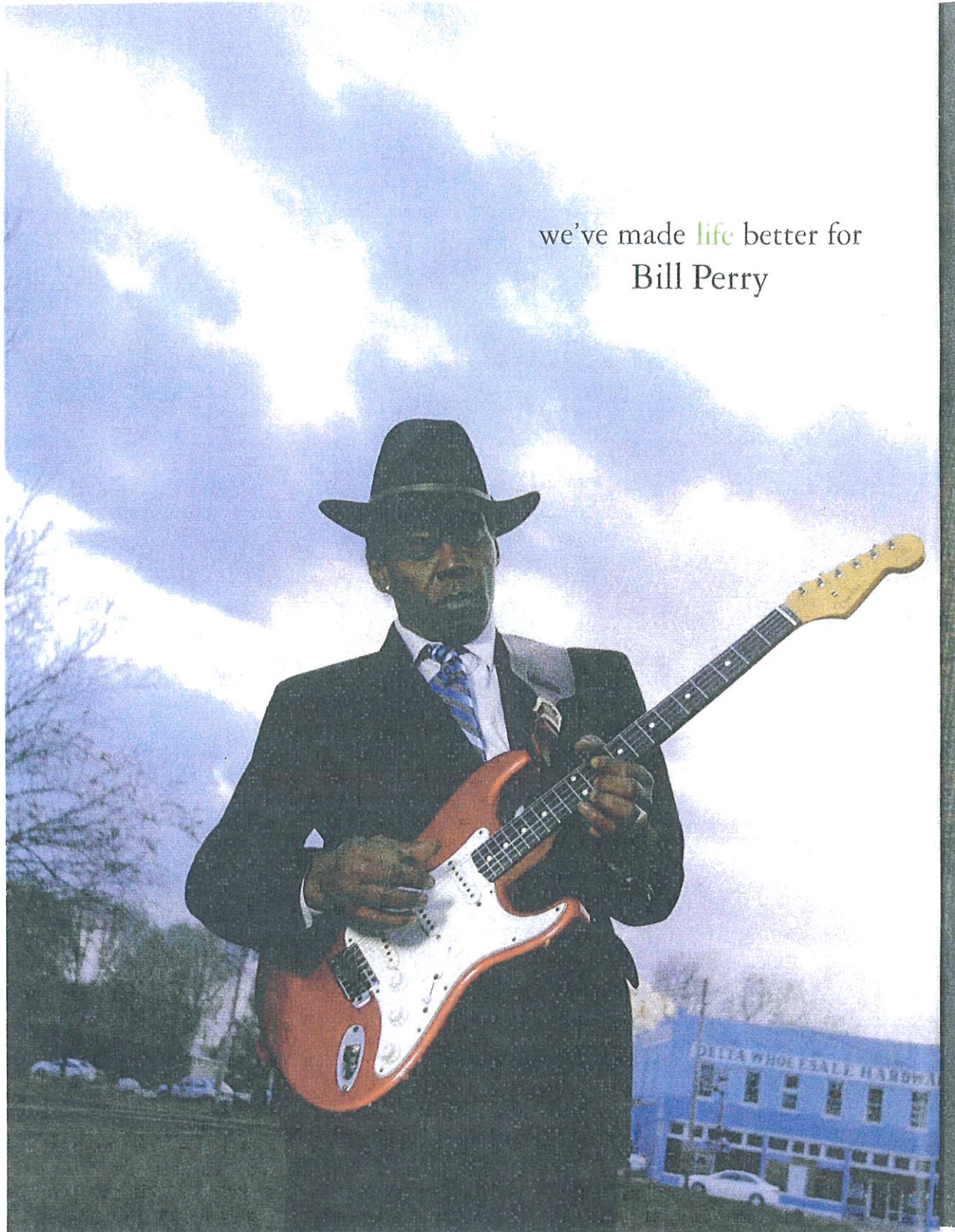
Birmingham Athletic Partnership



we've made life better for
Harrison Goss

Raleigh Miracle League of the Triangle

RAC00040428



RAC00040429

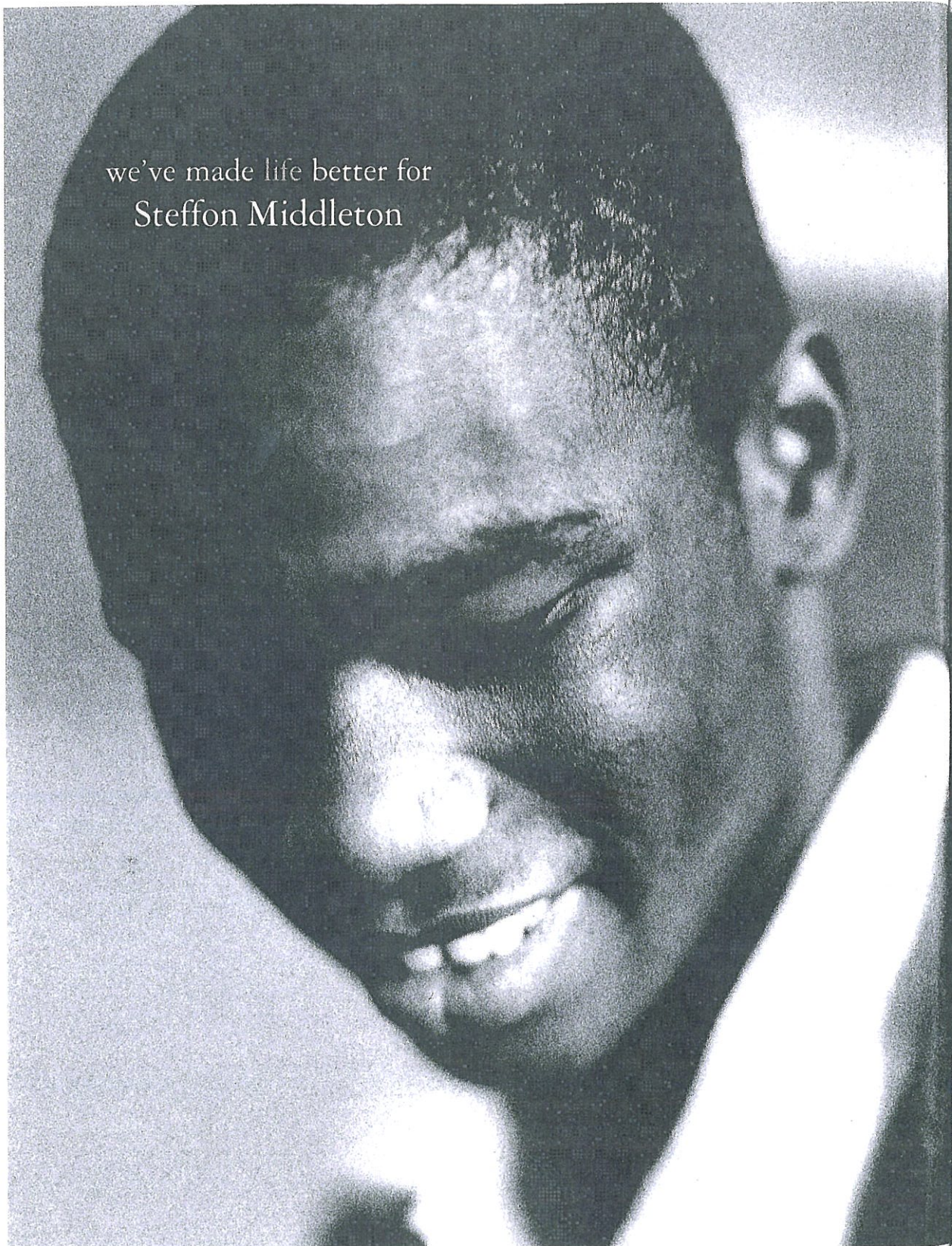
Delta Blues Museum



we've made life better for
Caleb Teer

Panama City Rescue Mission

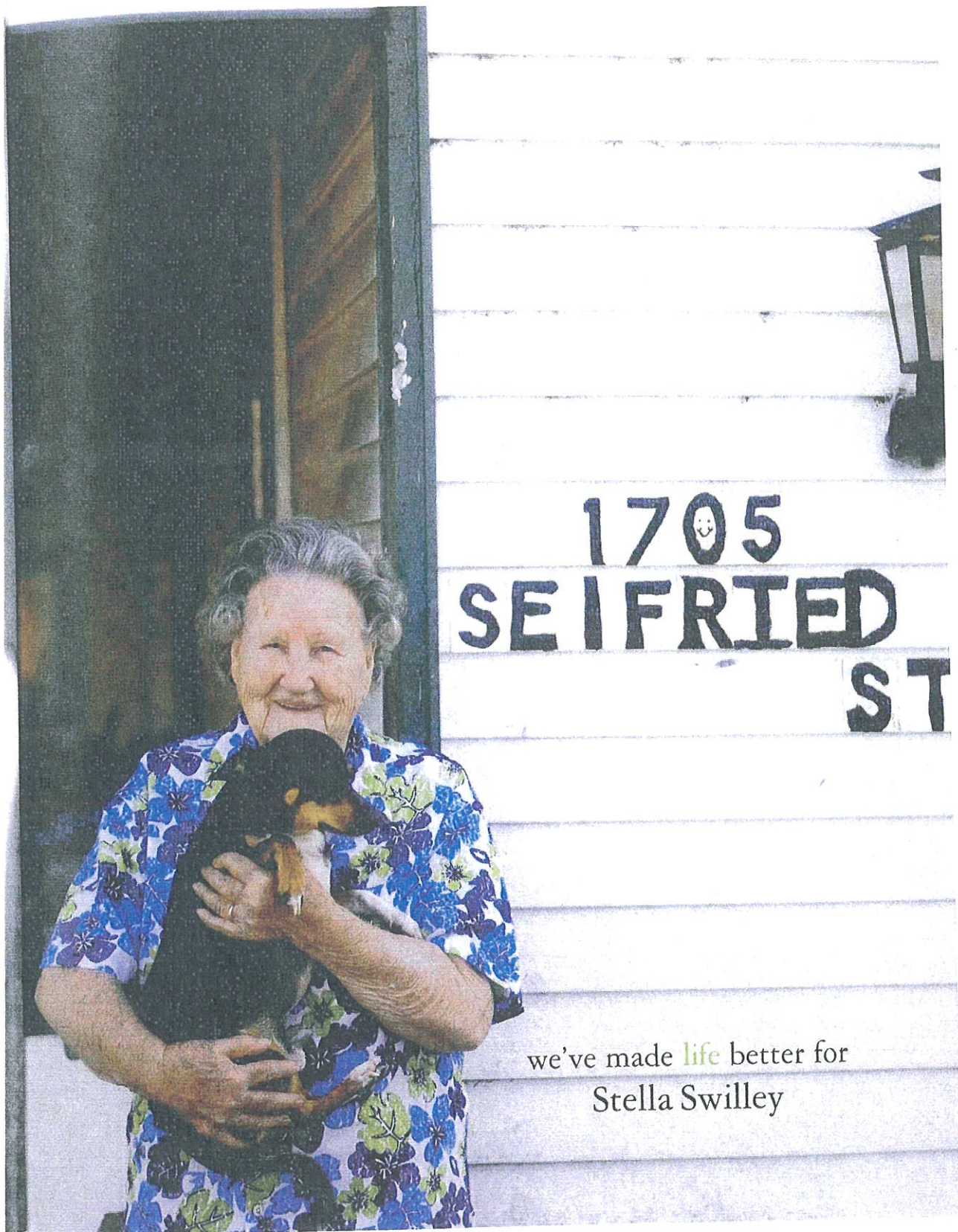
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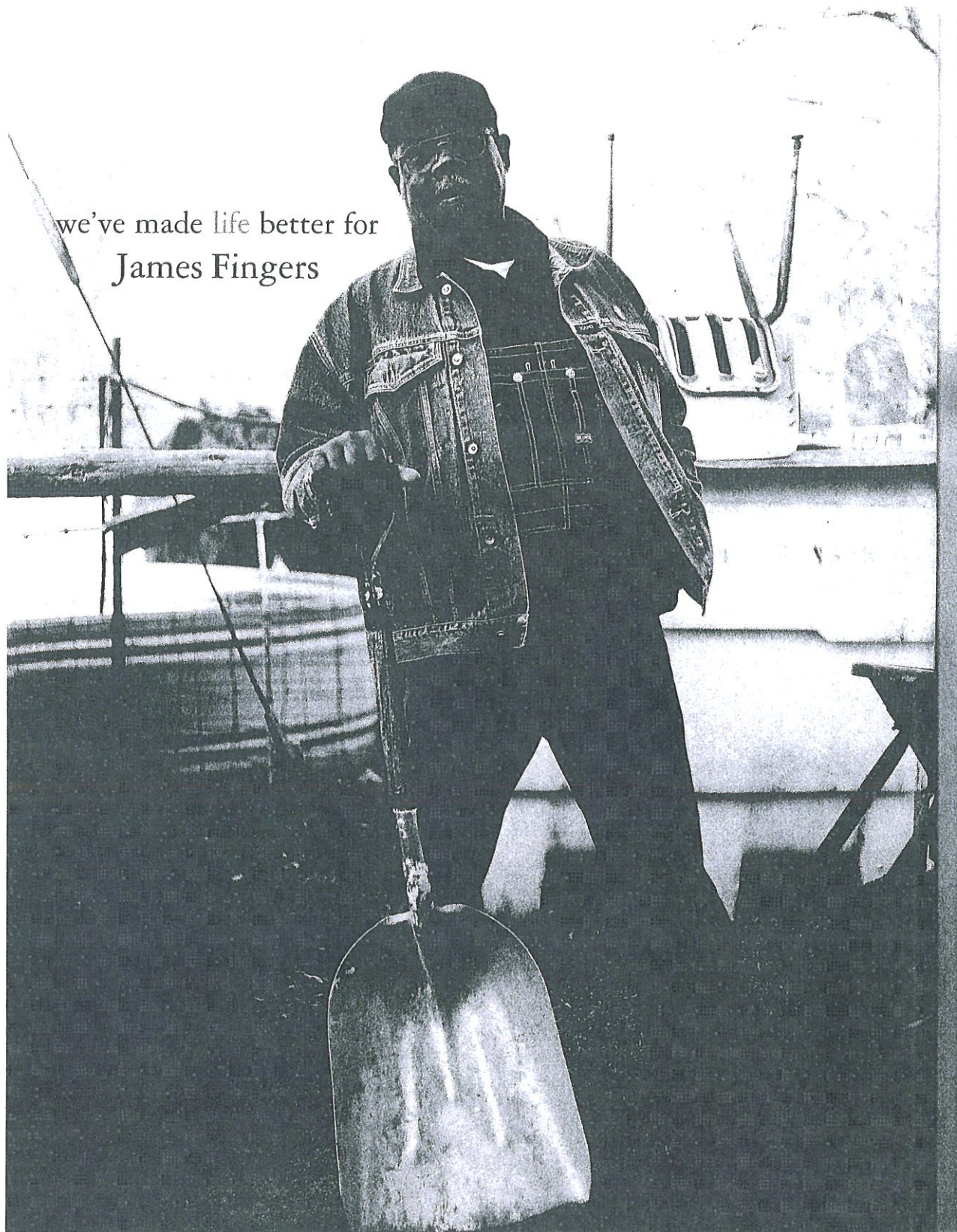


we've made life better for
Steffon Middleton

RAC00040431

Alabama Institute for Deaf and Blind



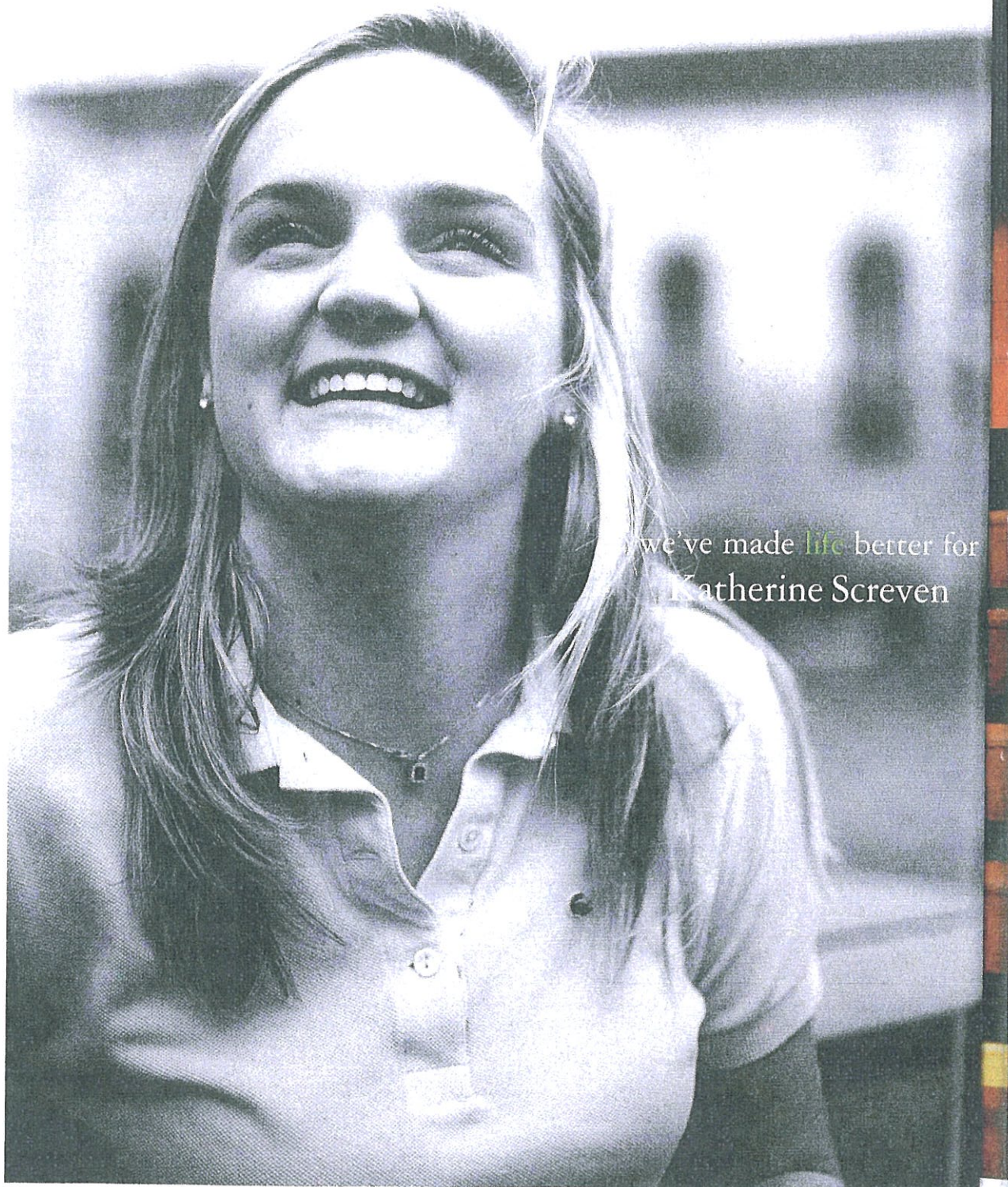


we've made life better for
James Fingers

RAC00040433

Heifer International Arkansas

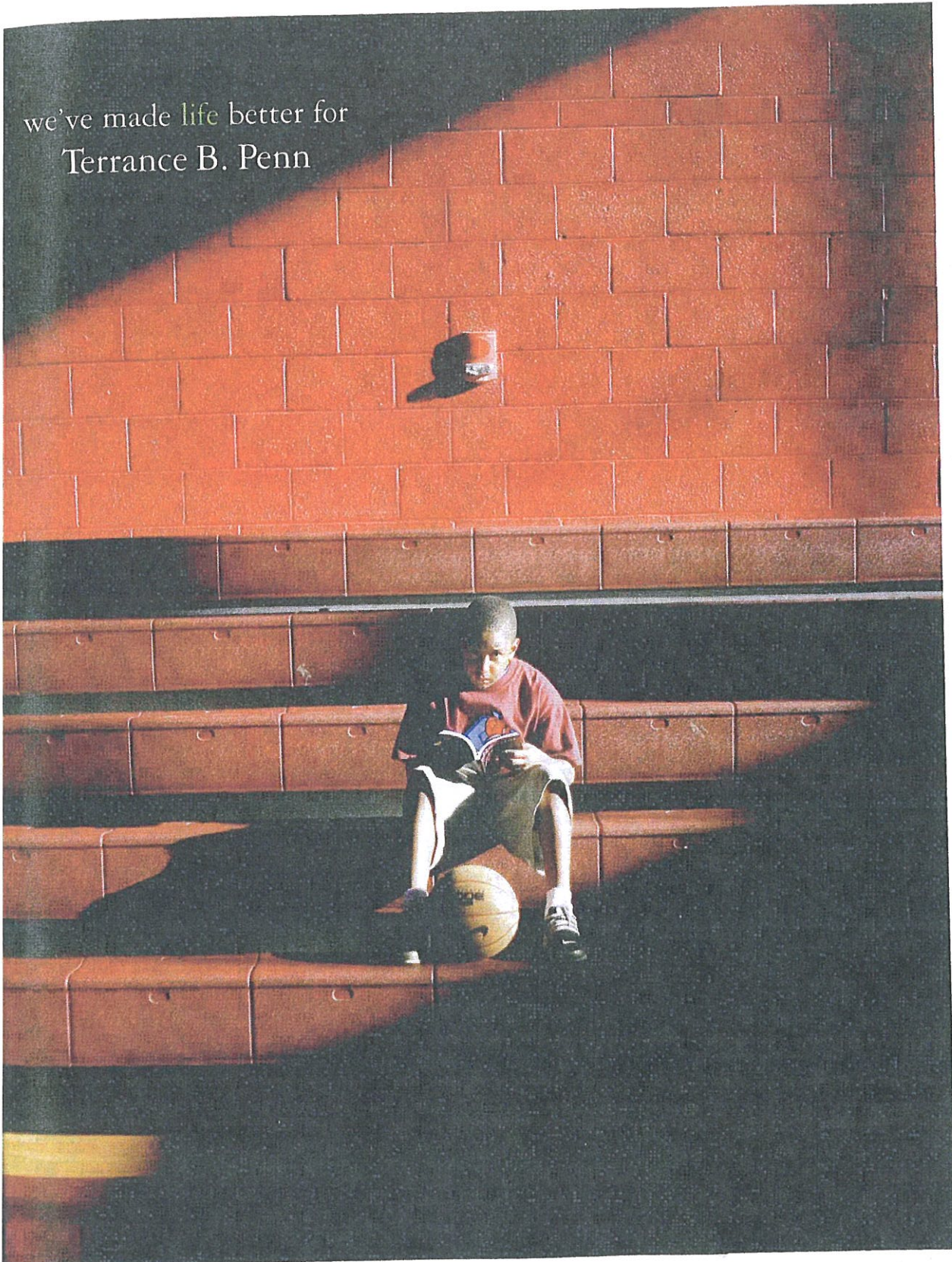


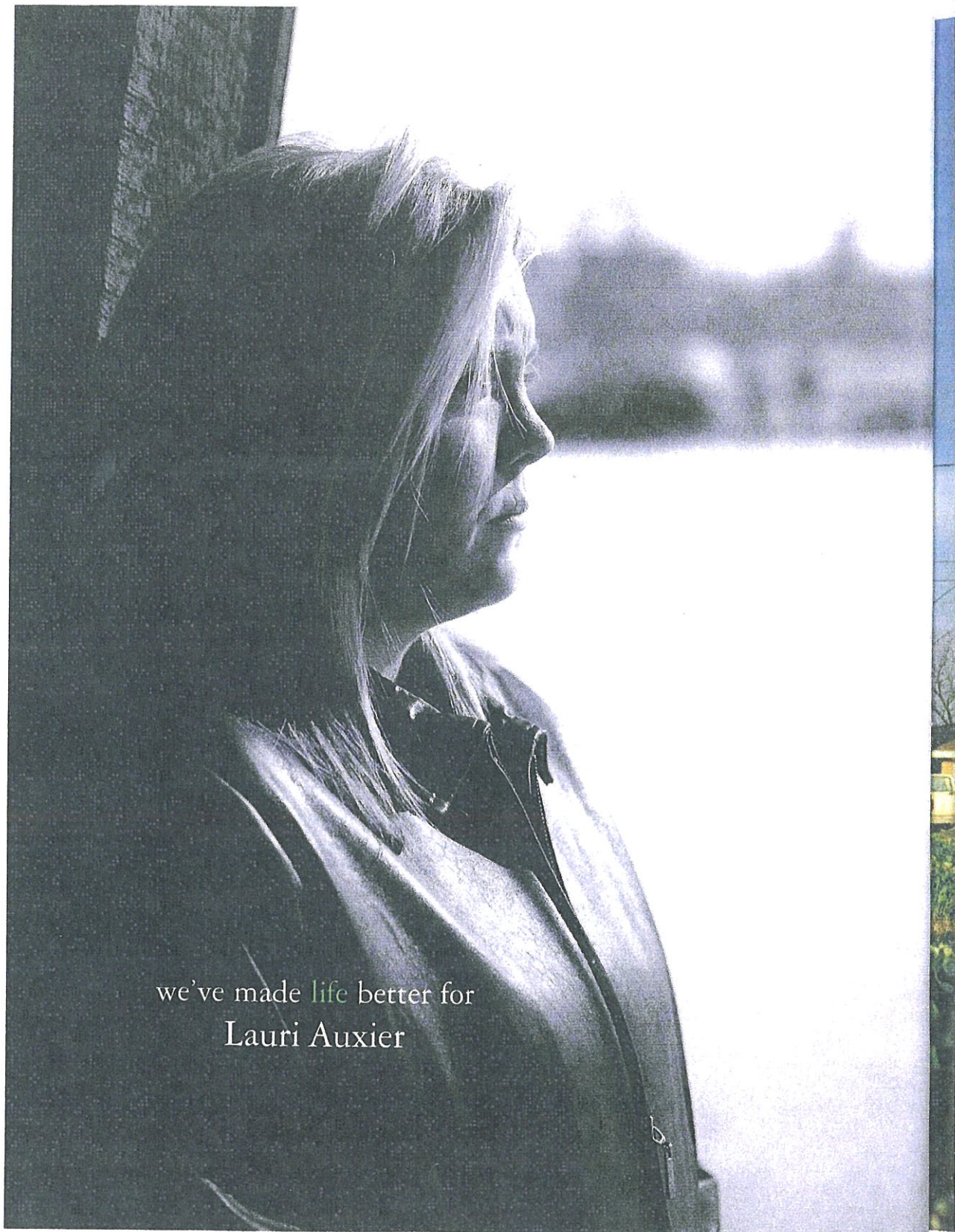


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Alabama School of Math and Science

we've made life better for
Terrance B. Penn

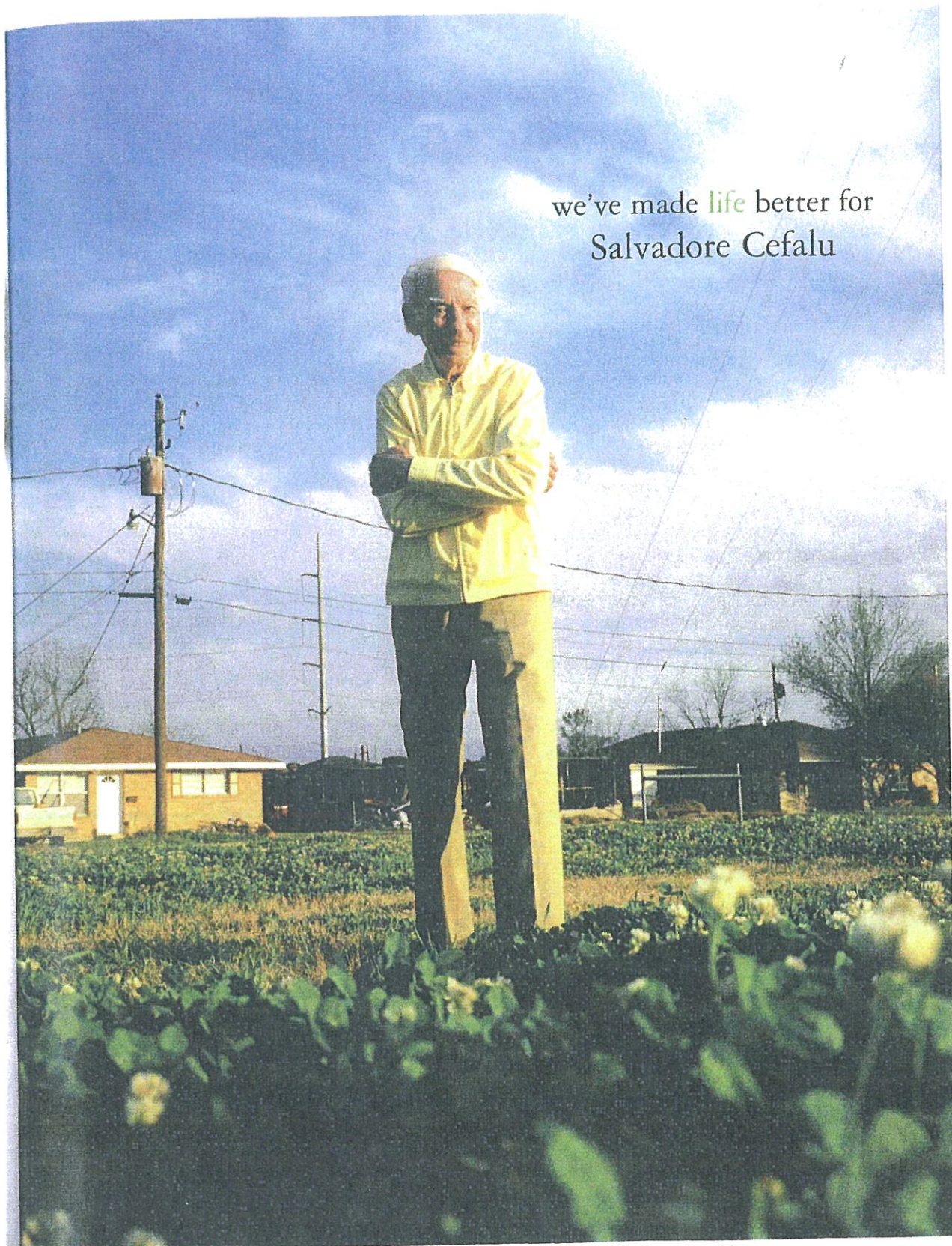




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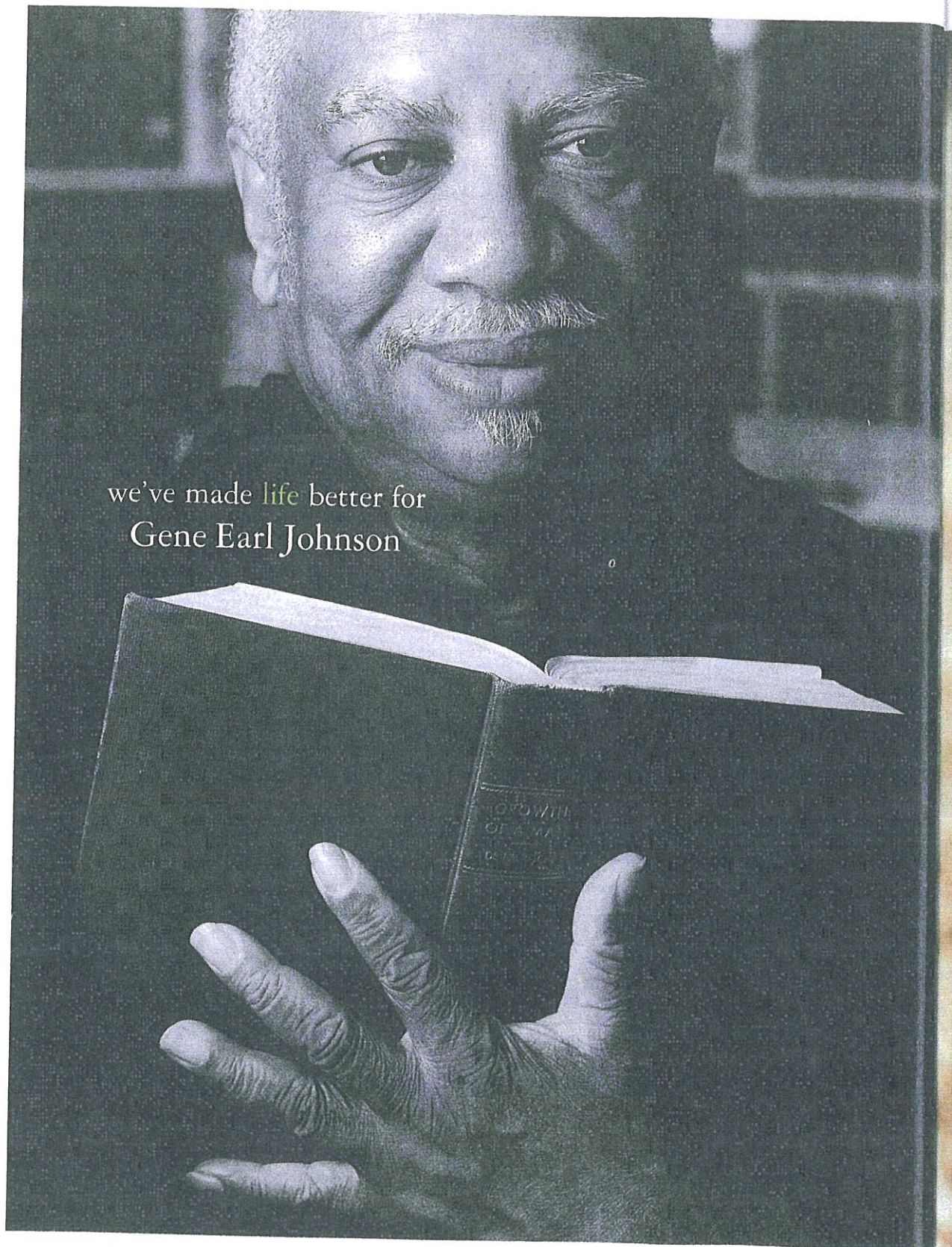
Children & Families of Iowa

EXHIBIT A – 2



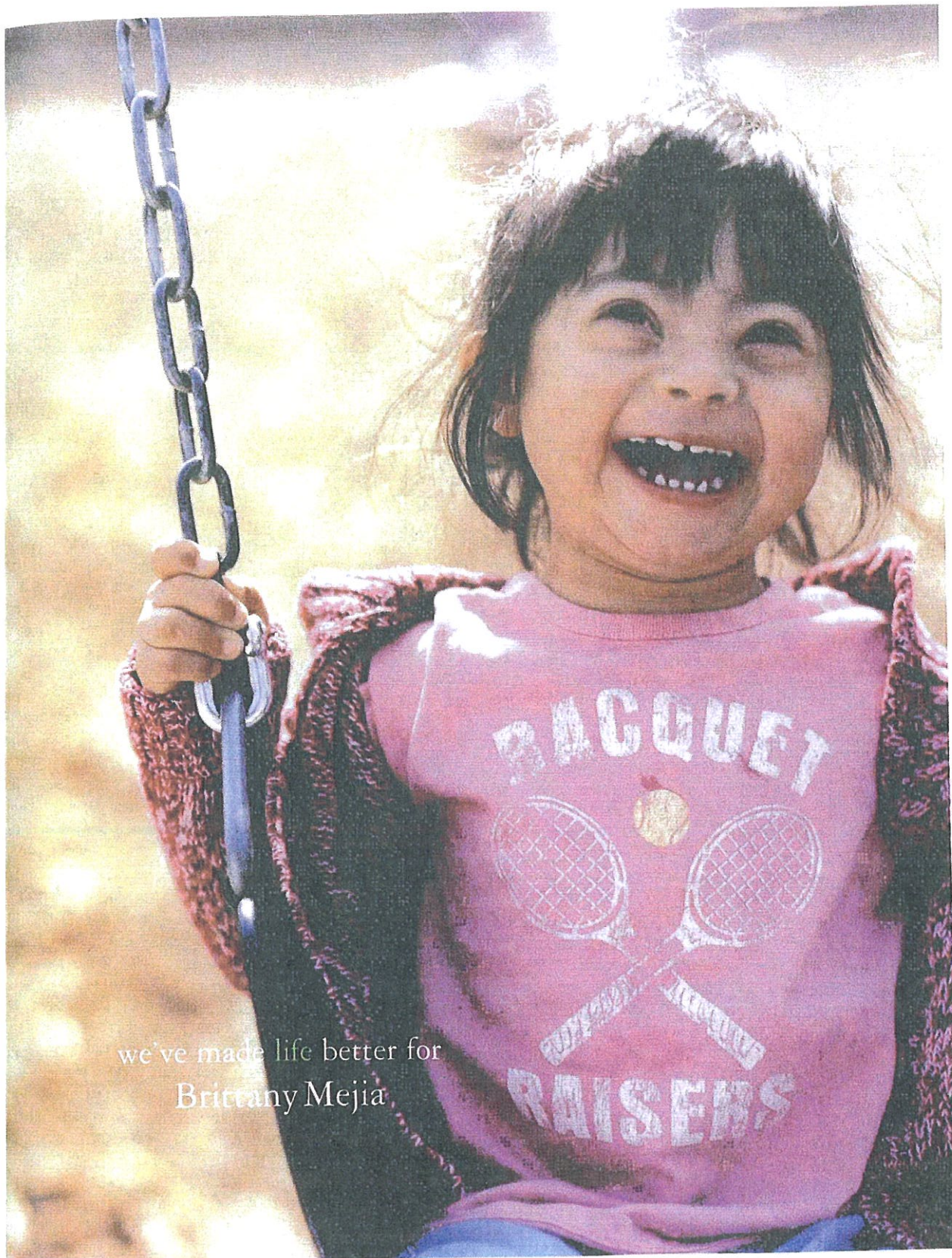
United Way of New Orleans

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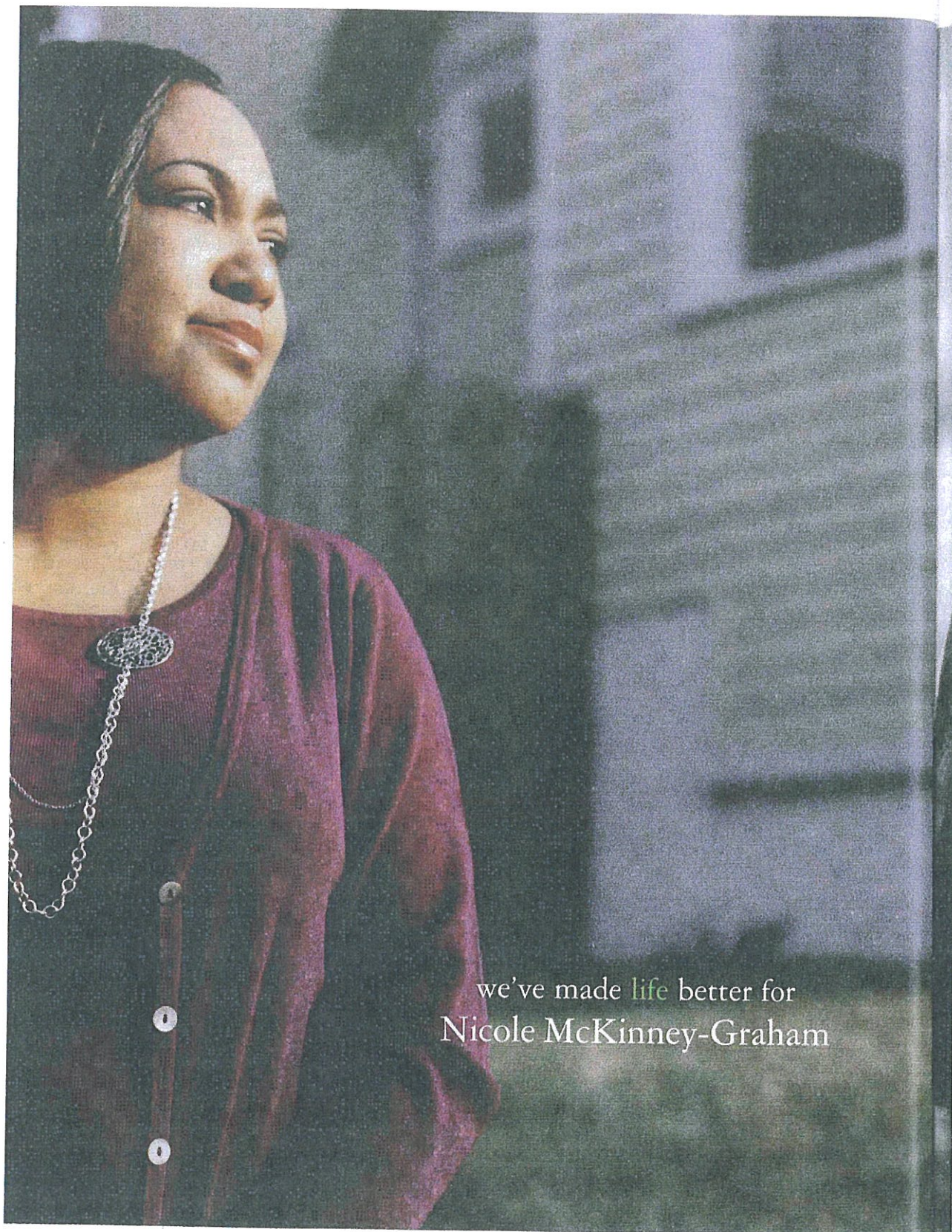
Grenada League for Adult Development Mississippi



we've made life better for
Brittany Mejia

Northeast Georgia Early Intervention Center

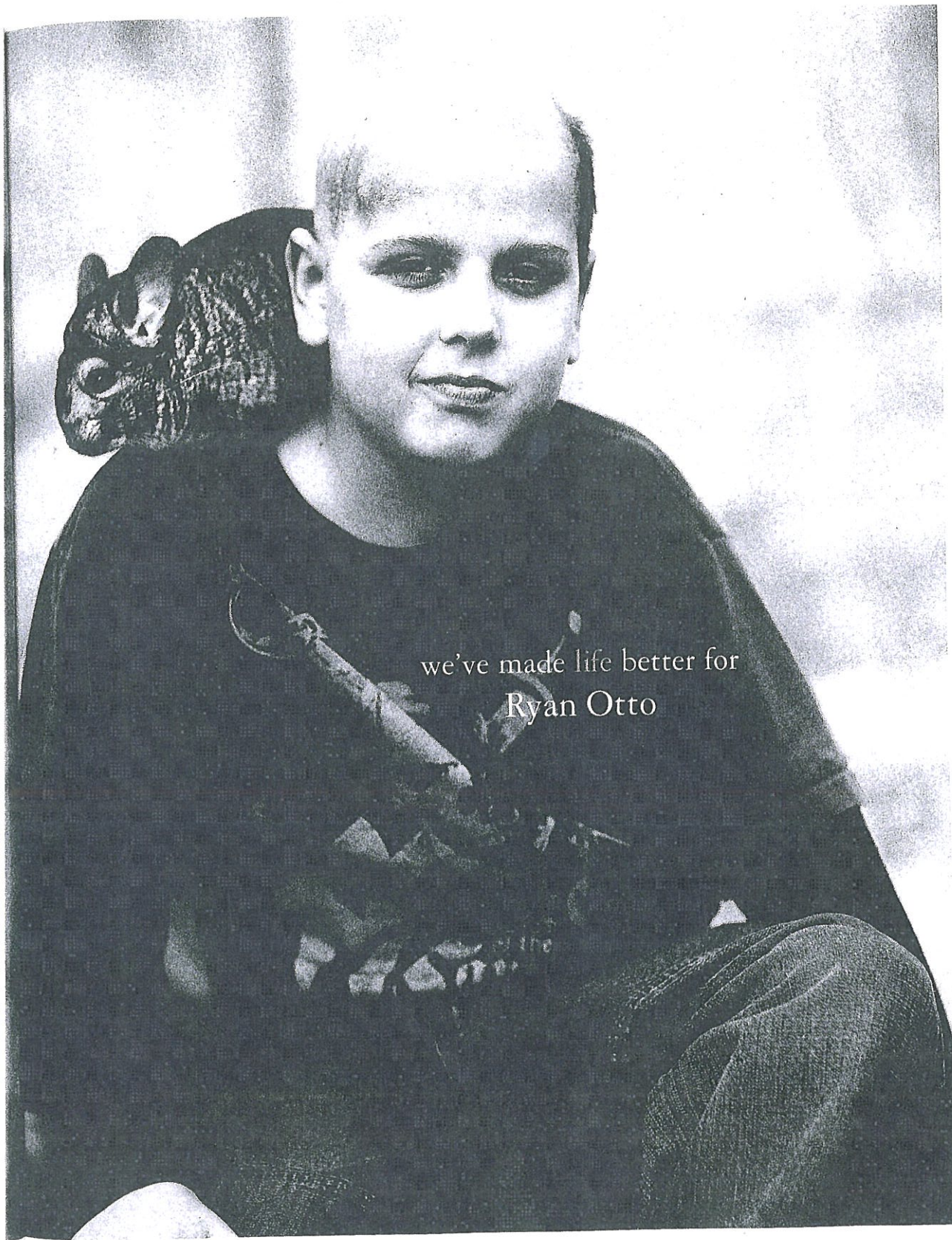
RAC00040440



we've made *life* better for
Nicole McKinney-Graham

RAC00040441

Birmingham Urban League



Camp Smile-A-Mile

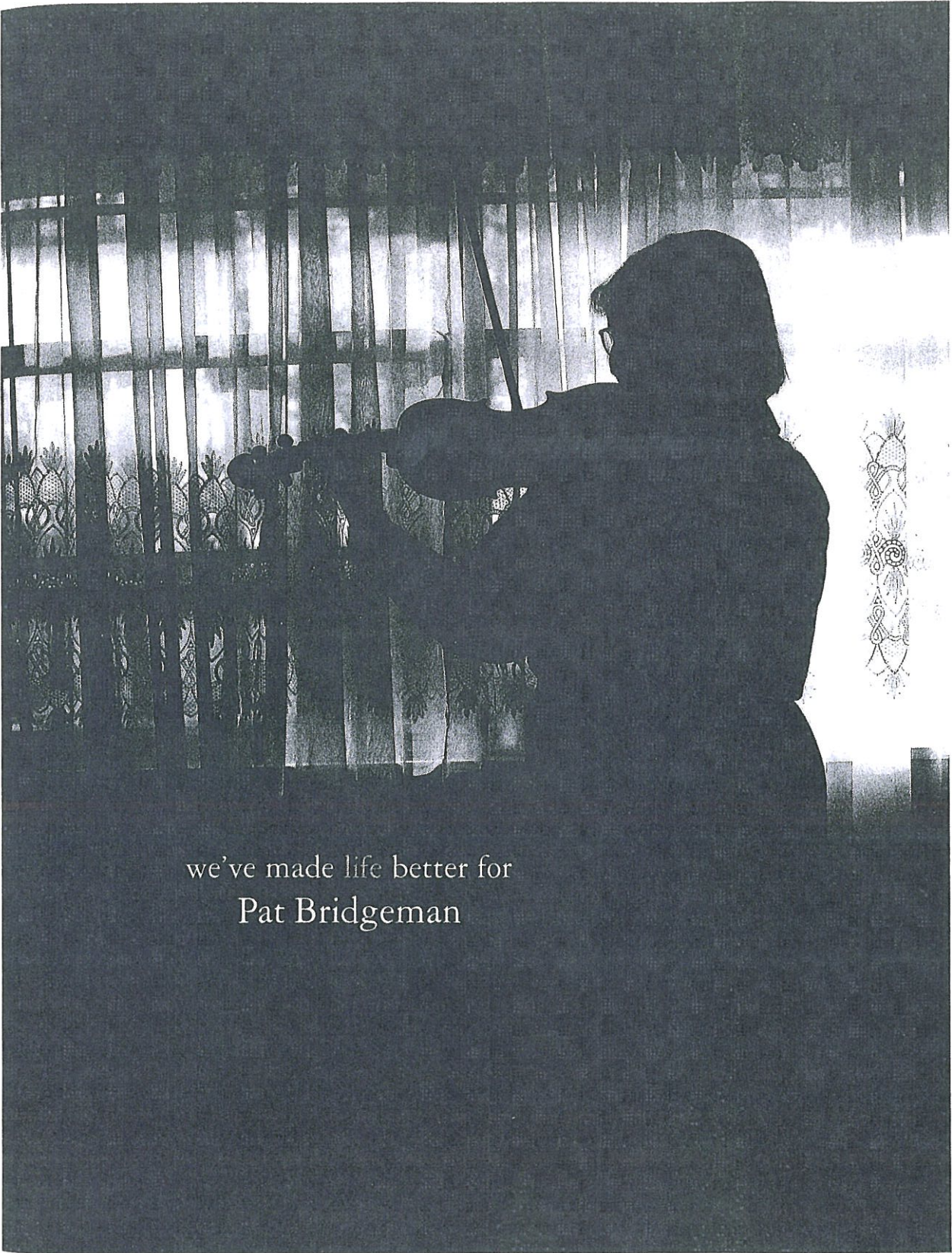
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we've made **life** better for
Lindsey Brown



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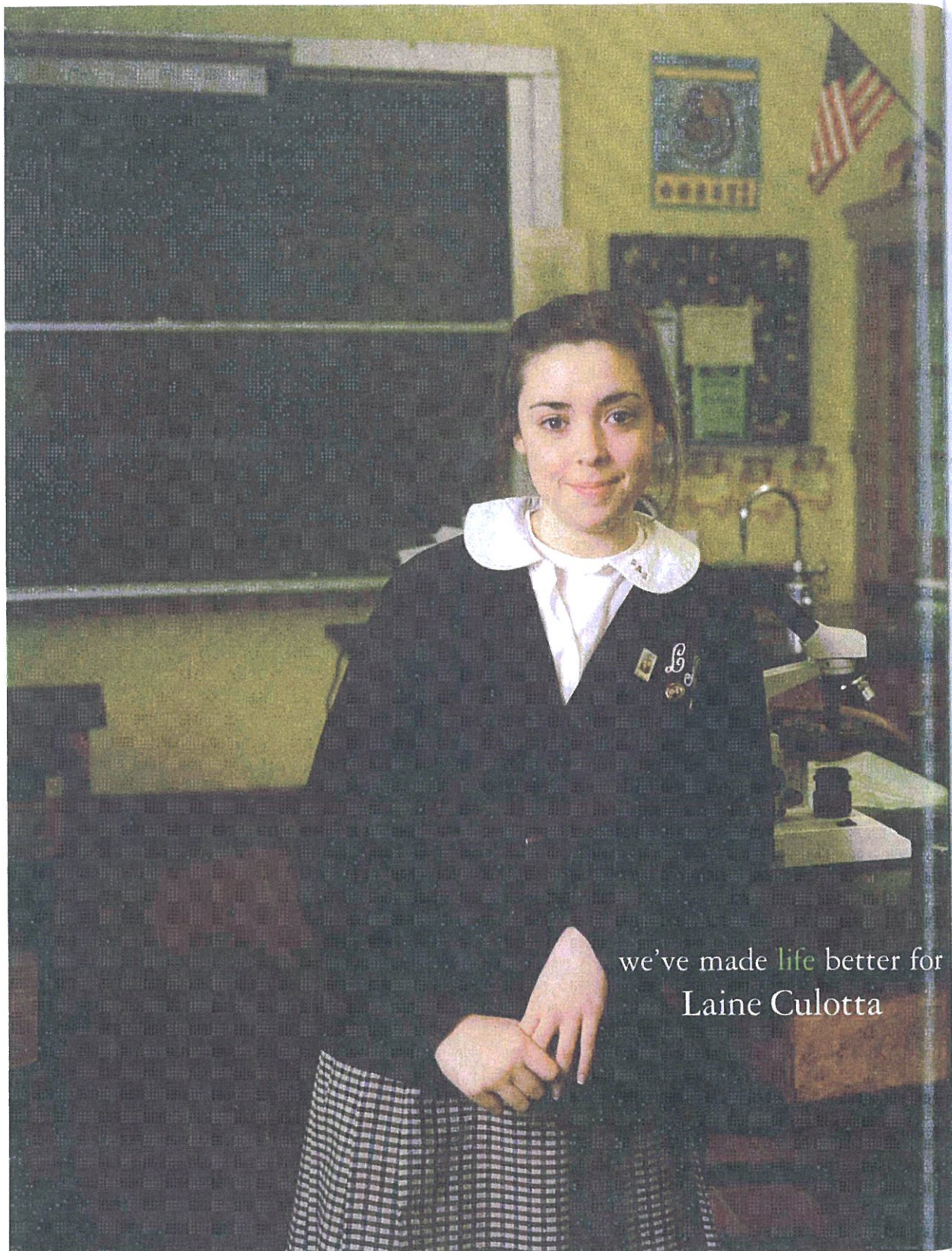
Brenau University



we've made life better for
Pat Bridgeman

Huntsville Symphony Orchestra

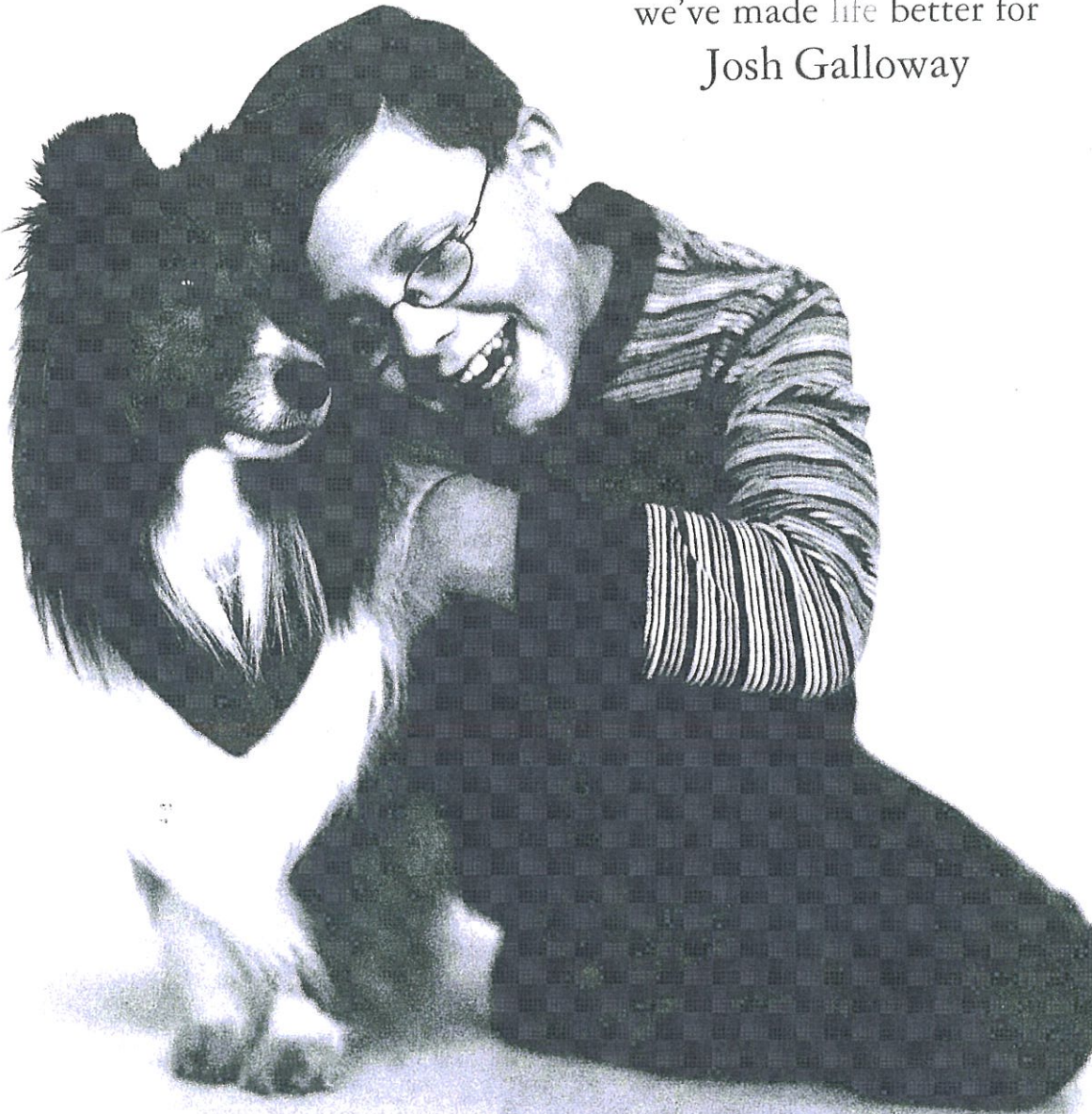
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Mount Carmel Academy of New Orleans

we've made life better for
Josh Galloway



Hand In Paw

RAC00040446

At Regions Financial Corporation, we want you to expect more--not just in the way we do business but in the way we serve our communities. We employ exceptional bankers who focus on building customer relationships and contributing to our success. And while this focus is both necessary and admirable, it doesn't fully explain who we are or the role we aspire to play. Our associates bring great gifts to the communities where we live and work. Gifts of compassion and creativity. Gifts of enthusiasm and encouragement. The gift of our individual and collective financial resources.

We use all of these gifts in our mission to make life better. As individuals, we may have a limited degree of impact when trying to make life better in our communities. But when we join forces with others, anything is possible.

As one of the nation's top 10 bank holding companies, Regions can be expected to do more. We are able to touch countless people through major sponsorships, including:

- The Regions Charity Classic, an annual golf tournament that has given over \$9 million to Alabama charities focused on education, arts, health, the humanities, and other areas.
- The Regions Morgan Keegan Championships, an annual professional tennis tournament benefiting St. Jude Children's Research Hospital, a leader in the fight against pediatric cancers and other catastrophic childhood diseases.
- The Naples Winter Wine Festival, the world's largest charity wine auction. Since 2001, the festival has raised \$55 million for the Naples Children & Education Foundation, supporting a wide range of children's charities in Collier County, Florida.

In addition, we support numerous local and national organizations, such as the Children's Museum of Houston, whose innovative child-centered learning programs reach 750,000 people each year; the Delta Council, which promotes economic development in northwestern Mississippi; and Children & Families of Iowa, which assists families by preventing domestic violence, aiding troubled teens, and helping prepare children for success.

The 2006 merger of Regions Financial Corporation and AmSouth Bancorporation didn't just create a bigger bank. It brought together two institutions known for visionary philanthropy and community service. In 2006, Regions and AmSouth jointly contributed more than \$12 million to a wide range of nonprofit organizations. That figure doesn't include the many volunteer hours and dollars our associates themselves have contributed. And it doesn't include the incalculable ripple effect of these efforts.

I'm proud of the partnerships through which our associates have made life better for so many in 2006. On behalf of everyone at Regions, I thank you for the opportunity to share our story.



Dowd Ritter

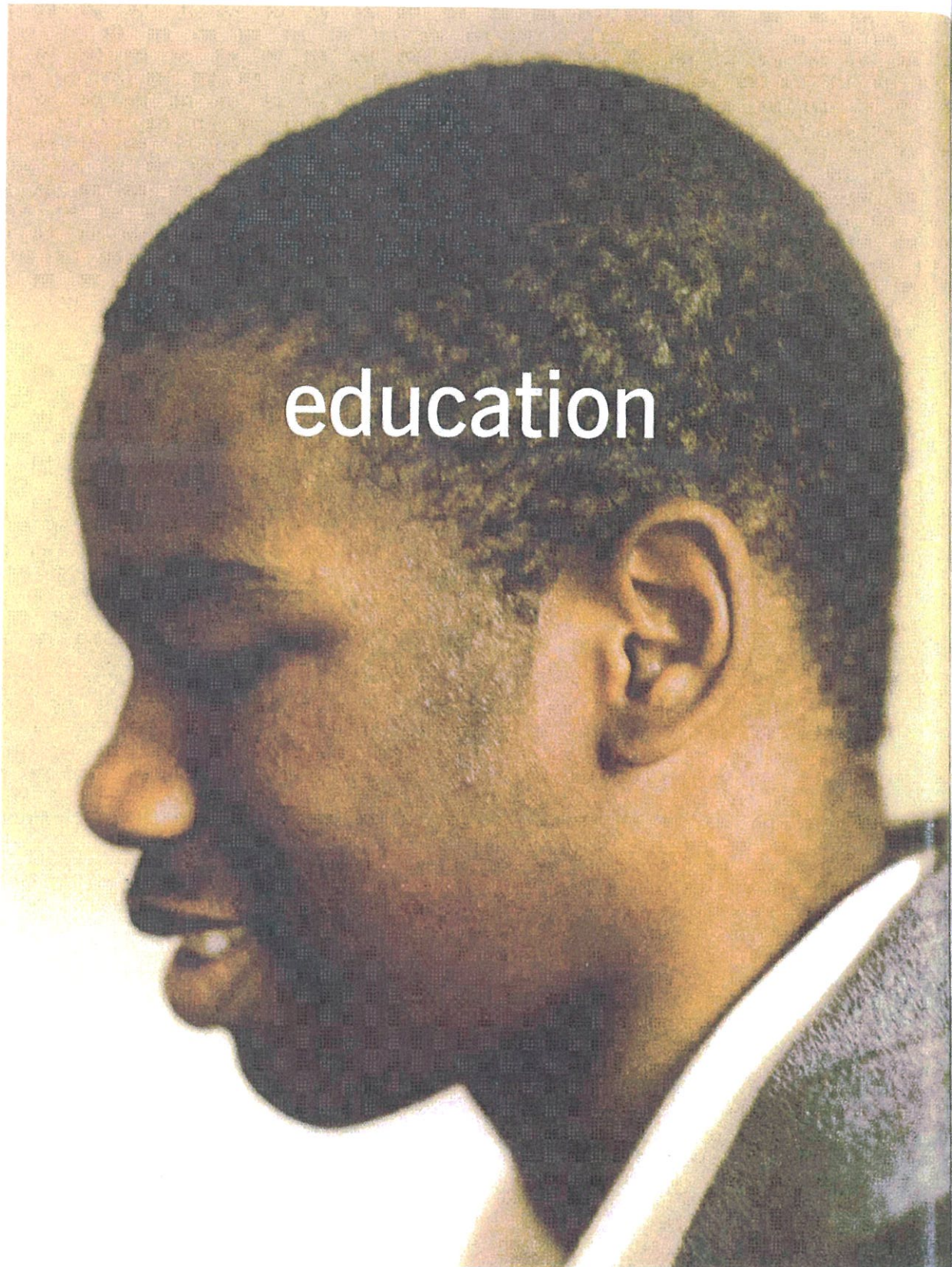
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We can make life better.

When you think about it, it makes sense that the more successful we are as a bank, the more positive our impact is in our communities. When we focus on the needs of our customers, we are awakened to the needs of our communities. When we reach higher in our work, we expect to see excellence everywhere. When we set high ethical standards in our business, we raise the bar in our communities for what it means to do the right thing. We want to do more. And this is what our communities can expect.

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Big Oak Ranch
 King's Ranch
 Junior Achievement
 St. Vincent's Foundation
 First Light
 Leadership Music
 Easter Seals
 Make-A-Wish
 Kid One Transport
 Hospice Ministries
 Magic Moments
 Memphis College of Art
 100 Black Women
 Star Center
 Loyola University
 Oasis
 Mobile Opera
 Cullman Arts Council
 Piney Woods School
 St. Louis Zoo
 YMCA
 Alabama Giving
 The Foundry
 Life Share Foundation
 Hand In Paw
 Women of the Storm
 Region 2020
 Alzheimer's Association
 Knoxville Young Life
 Humane Society
 Gulf Coast Exploreum
 United Way
 New Stage Theatre
 Rebuilding Together
 Alabama Ballet
 Arthritis Foundation
 Ronald McDonald House
 Penny for Progress
 Shelter House
 Tuskegee University
 Florida Aquarium
 American Village
 Sci Port Discovery Ctr.
 Allied Arts
 University of Arkansas
 Louisiana Acorn
 Vulcan Park Foundation
 Brenau University



35

Developing the most important muscle

Nothing is more precious than human potential, and education is the way we develop that wondrous gift. We know that educational needs vary from one community to the next. And that's why Regions supports a wide range of learning initiatives, large and small, not only through financial contributions but through the leadership and service of our associates. We could write a book about the many ways in which we show our passion for education, but here are a few examples.

In the St. Louis area, Regions sponsors Junior Achievement programs for children from low- to moderate-income families. Junior Achievement is a national program that teaches youngsters how they can positively affect the world around them as individuals, workers, and consumers. The bank helps fund these programs, and Regions associates volunteer as role models in schools. Volunteers like Shelly Kohrmann, Regions branch manager in O'Fallon, Illinois, lead discussions on such subjects as personal responsibility, career choices, and saving money. "I love it, and I can tell that they love it too," Shelly says of the kindergartners she mentors at O'Fallon's Central Elementary School. Shelly also encourages the children to consider banking as a career--planting seeds that may bear fruit for the youngsters and their community in years to come.

delivering
 the gift of
 literacy

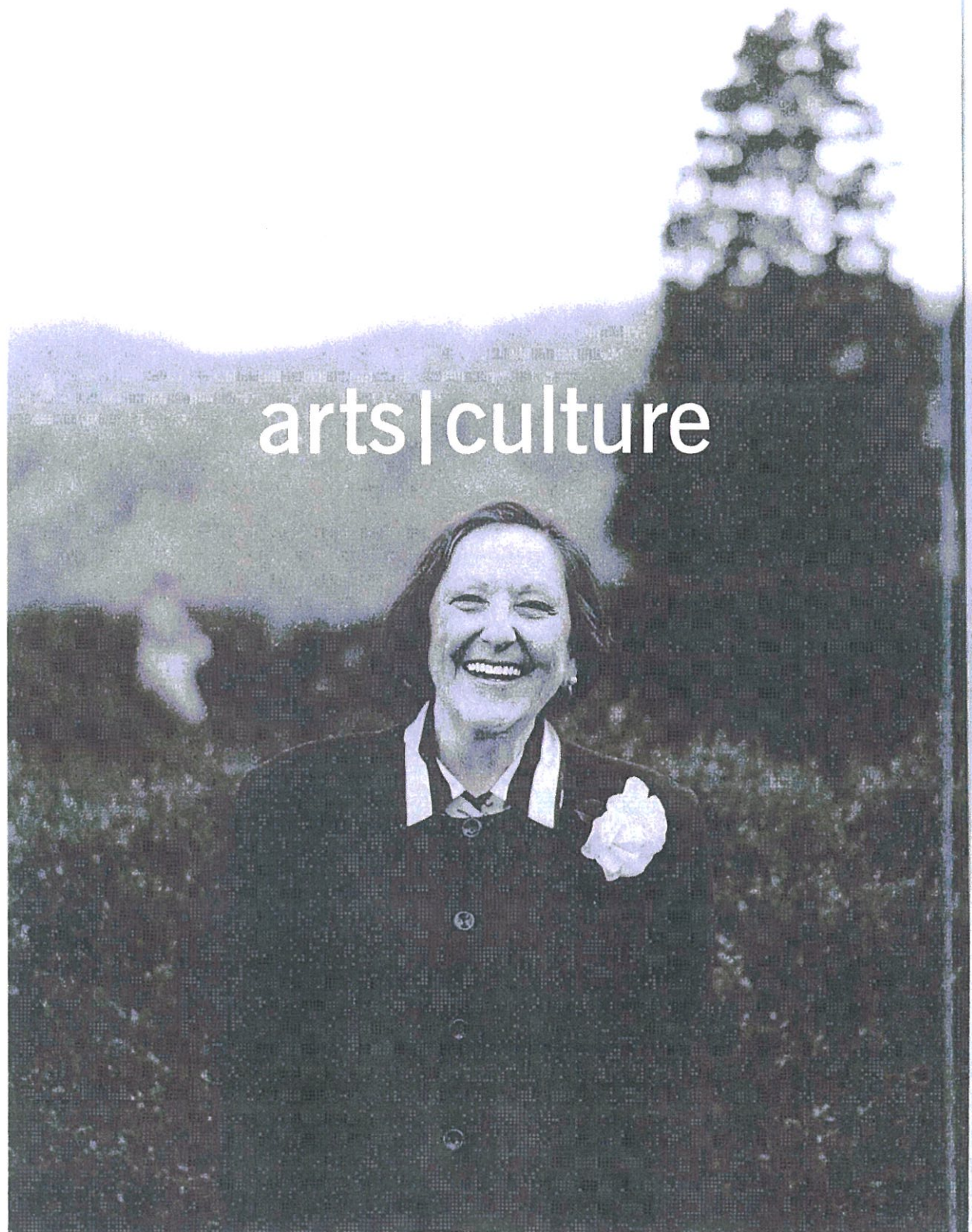
In the small community of Grenada, Mississippi, associates at the Grenada Plaza branch address the problem of adult literacy on several fronts. Through the local bankers' association, the bank funds the Grenada League for Adult Development (GLAD), which helps more than 200 adults each year pursue essential reading skills. Delores Lane, branch administrative assistant, is a volunteer tutor for GLAD, and branch manager Frank Bradford is vice chair of the organization's board. In Grenada County, population 23,263, employment and high school graduation rates are below the national average. But through adult education, GLAD seeks to change that.

At Auburn University in Alabama, we have provided major support for the School of Forestry and Wildlife Services. Among the school's many acclaimed programs are the Center for Forest Sustainability, which integrates education and research in a critical environmental field, and the Longleaf Alliance, a preservation initiative for a native pine that once graced much of the Southeast.

And in Houston and Beaumont, Texas, Regions supports the American Festival for the Arts, which provides young musicians with unique training and performance opportunities. Each summer, hundreds of middle school and high school students from more than 100 Texas schools participate in this challenging curriculum. The youngsters also perform in spirited orchestra, chamber music, choral, and jazz concerts that are presented free of charge. These performances provide memorable experiences for the young performers, and they are a gift to the entire community.

RAC00040450

EXHIBIT A - 3



RAC00040451

Children's Harbor
 Alabama State University
 Jazz in Cookeville
 Downtown Gadsden
 Kid Smart
 Leadership Memphis
 Martha O'Bryan Ctr.
 Lincoln College
 Opportunity Austin
 Mobile Museum of Art
 Reconstruct
 University of Tampa
 Sacred Heart Hospital
 American Cancer Society
 INROADS
 Arkansas Foodbank
 Birmingham Vision
 Auburn University
 Camp Bridges
 Enterprise Florida
 CFCC Foundation
 Kids House of Seminole
 Pencil Foundation
 Memorial Hospital
 Arab Musical Theatre
 March of Dimes
 Exchange Club
 Girl Scout Council
 Harris Early Learning Ctr.
 Leadership Alabama
 Harrison House
 Germantown Symphony
 Miles College
 Gateway
 American Red Cross
 FutureFocus
 Family Sunshine Ctr.
 Hope for Homeless
 Juvenile Diabetes
 Leon County Schools
 Milan Healthcare
 Sickle Cell Foundation
 Mississippi College
 Ochsner Clinic Foundation
 The Alliance
 Leadership South Carolina
 Nashville Symphony
 University of Alabama
 Centennial Hill



37

The gift of feeling alive

At its most basic, life can be a struggle for survival. But when we're able to sense the wonders around us, we feel truly alive. Connected to the ideas and talents of others. Inspired.

This is why we support the development of the arts and culture in our communities. So that everyone--our associates, our customers, and so many others--can be connected to beauty and creativity, inspiration and imagination.

It's why we support the Delta Blues Museum in Clarksdale, Mississippi. Clarksdale sits at the junction of Highways 61 and 49, in the heart of the Mississippi Delta, a region known as the birthplace of the blues. A popular feature at the museum is the sharecropper cabin where Delta blues legend Muddy Waters grew up. Located in an 88-year-old former freight depot, the museum sponsors art and photographic exhibits, tours, educational activities, and other programs that tell the story of an authentically American art form.

It's why we support the Mattie Kelly Arts Foundation. The foundation's in-school, after-school, and summer programs have made it possible for children in the Florida Panhandle to participate in the performing, literary, and visual arts. And through the Season of the Arts program, children in elementary and middle schools are able to see live touring performances by musicians, vocalists, storytellers, authors, and theater companies.

It's why we support the Alabama Shakespeare Festival, which not only brings world-class professional theater to the American South but also helps launch the careers of budding playwrights of all ages. The ASF's Southern Writers' Project develops and produces new plays by the region's most promising writers. And the ASF's Young Southern Writers' Project inspires high school students to stretch their own writing talents.

It's why we support the Sci-Port Discovery Center, an interactive museum that brings science, mathematics, and technology to life for children and adults in northwest Louisiana. Since the center opened on the downtown Shreveport Riverfront in 1998, more than 1.6 million people have enjoyed such programs as Science Carnival Outreach, a traveling hands-on math and science exhibit, and The Universe, a 25,000-square-foot space center featuring interactive exhibits in space science, astronomy, and applied mathematics.

You can expect us to do more to support the arts and culture. We do it because these pursuits make us think, help us grow, inspire us, and enrich us. Because they make life better in ways both subtle and profound.

preserving a
 legacy of
 the blues

RAC00040452



RAC00040453

Univ. North Alabama
 The Cancer League
 Knoxville Museum of Art
 Tennessee Tech
 Rocketown
 Stewpot Community Services
 Providence Hospital
 Tech Birmingham
 16th Street Foundation
 Business Hall of Fame
 Delta Council
 Birmingham Music Club
 Eastern Health System
 Alonzo Mourning Charities
 DCH Foundation
 Farish St. Heritage Festival
 Forward Alabama
 Fort Smith Public Schools
 LATAN
 Florence Public Library
 Children's Home
 Tampa Bay Partnership
 Women's Fund
 Main Street Tupelo
 Samford University
 Forward Sumner
 UAB
 Friends of City Park
 NW Louisiana Food Bank
 Heritage Foundation
 Glenwood, Inc.
 Habitat for Humanity
 Main Street Birmingham
 Urban League
 Lifeline Children's Services
 Give Kids the World
 Multiple Sclerosis Society
 Girls Incorporated
 Baylor College of Medicine
 Mississippi Opera
 Univ. of Central Florida
 Youthserve
 African American Heritage
 Chattooga Men's Rescue
 Razorback Foundation
 Children's Dance Foundation
 Spain Rehabilitation
 Alabama Humanities
 Two Rivers Park



39

Offering a hand

In northwest Arkansas, Rebuilding Together volunteers repair the homes of people who need help. The sawing, the sanding, the painting are done with the care that a good neighbor provides. In Gainesville, Georgia, Challenged Child provides evaluation, treatment, education, and family support for children with developmental delays and disabilities. Parents can find the information and practical help they need. In Raleigh, North Carolina, the Miracle League of the Triangle has built a baseball stadium for children with disabilities. They hit. They catch. They run. They smile. And Regions is there to offer a hand to them all.

Wherever there's a Regions bank, there's a community. And communities are places where a neighbor offers a neighbor a hand up. An encouraging word. A chance at building a better life.

That's why we partnered with Purdue University in ON-TRACK, a cross-cultural counseling program designed to improve the academic and social development of middle school students in Lafayette, Indiana. Why we support the Birmingham Urban League, serving the whole family with leadership development programs for kids and financial-literacy and home-ownership programs for their parents. It's why, through the Chukkers for Charity annual polo tournament, we help Nashville's Rochelle Center, which provides work training and family support for adults with developmental disabilities and seniors with memory loss. And it's why, through the Naples Children & Education Foundation in Florida, we assist Collier Health Services, a network of health clinics providing excellent care to more than 42,000 low-income and uninsured patients.

It's why a bank executive in Georgia devoted body and soul to creating a Boys and Girls Club for Paulding County, Georgia--a place where at-risk youth can develop job readiness, study skills, leadership, self-esteem, good health habits, and social responsibility. It's the reason we contribute money, as well as gently worn ladies' suits, to Dress for Success in Indianapolis, providing professional attire and career-development tools to local women. And it's why New Orleans City Bank President Suzanne Mestayer, as board chair of Greater New Orleans, Inc., worked to help local businesses get back on their feet after Hurricane Katrina.

When it comes to meeting needs, you can expect more of Regions. We do it for our customers every day. So it's no surprise that in our communities, we also find a way to help.

healthcare
 for more than
 42,000

RAC00040454



RAC00040455

Bethlehem Centers

CAST

First Priority

CREATE Foundation

Hope Unity Fund

Florida Housing Coalition

Diabetes Foundation

Girls First

Big Brothers Big Sisters

Hiwassee College

Junior League

Boy Scouts of America

Heifer International

Options, Inc.

Iowa State University

D-Day Museum

Cornerstone School

McWane Center

Studio By The Tracks

Mercy Medical

Apple Foundation

Bay St. Louis CDC

JSU Foundation

Maryville College

Operation New Hope

Project Success

Lakeshore Foundation

Committee of 100

Southwestern Univ.

Aldridge Gardens

University of Georgia

UAH Foundation

Argie Cooper Library

100 Black Men

2nd Harvest Food Bank

Knox Heritage

All Children's Hospital

Boys and Girls Club

Indianapolis Zoo

Leadership Nashville

YWCA

Hands On Miami

Marietta Reading Ctr.

University of Texas

Battleship USS Alabama

Cheekwood

Adventure Science Ctr.

Bryan College

Youth Town Jackson



41

Building communities

Our associates have always worked to develop the communities in which they live and work, and Regions has always sought to back their efforts with financial support. We have contributed to visionary organizations such as Arkansas-based Heifer International, which uses sustainable agriculture to promote economic self-reliance throughout North America and the world. We have helped transform communities with public spaces that allow them to grow, such as the University of South Carolina at Aiken's new Convocation Center. We have brought the future to those who might have been left behind through such initiatives as Florida's Center for Technology Enterprise and Development. Regions President and Chief Executive Officer Dowd Ritter and his wife, Susan, led the bricks and mortar campaign to build Alabama's new Ronald McDonald House, a homelike environment that shelters, sustains, and comforts the families of seriously ill children.

All of these efforts connect us to our communities. But nothing could have prepared us for the needs created by Hurricanes Ivan, Katrina, and Rita, storms that claimed thousands of lives, displaced tens of thousands of people, wiped out whole communities, and threatened the very existence of a beloved American city. For our associates along the coast, these disasters were more than compelling news stories: Many associates had lost homes and loved ones themselves, yet they stepped up to serve their neighbors. Their generous efforts continue to this day. Those listed here are but a sample of storm-related activities in 2006:

- We forgave an investment on behalf of NewCorp Business Assistance Center in New Orleans, a provider of microloans to small and minority businesses. NewCorp was severely affected, along with its borrowers, by flooding caused by Katrina. The grant has helped NewCorp recapitalize and restart its loan program, needed now more than ever.

- Panama City Bank President Rick Dye took a leave of absence to help organize an aid program for hurricane evacuees. He also helped coordinate the efforts of the Homeless and Hunger Coalition of Northwest Florida to bring more transitional housing to the area. For his extraordinary leadership, Rick was named Citizen of the Year in 2006 by the Emerald Coast Unit of the National Association of Social Workers.

We are proud of our Gulf Coast associates not because they are extraordinary but, on the contrary, because they are typical of the generosity we find in every branch and office, in every fold of our Regions family. People know that when a community is in need, they can expect more of us.

gulf coast
revitalization
goes on

RAC00040456



Putting people first

When we say you can expect more from Regions, what we're really talking about is our people. Our associates make life better for their customers, for each other, and for their communities, and they make Regions the financial institution it is.

And Regions is a great place for our people--a place to build meaningful careers and lifelong relationships. To pursue the American dream and help others do the same. To work in an environment where people come first. To be part of something that truly makes life better.

Associate involvement

Rebecca Spence is branch manager at the Shiloh Road location in Corinth, Mississippi, where she has worked for 31 years. The assistant manager has been there for 26 years, the head teller for 28. "We're a small, friendly, down-home branch. We know our customers," Rebecca says. And as much as this branch is identified with its associates, it's just as closely bound to the Corinth Alliance Steering Team, or CAST. The organization's primary mission is to expand opportunities for success within the minority community of this small northern Mississippi city. A founder of the group and its treasurer, Rebecca coordinates an annual financial seminar to share information about budgeting, credit repair, home ownership, and investment. CAST also provides \$5,000 each year in college scholarships. And in 2006, when a local youth was nominated for the Boys and Girls Clubs of America's Youth of the Year Award, CAST provided the clothes he needed for the state competition. "I drove to Tupelo to get him a sport coat and a pair of shoes," Rebecca recalls. "And he won!" When a family that lost its home in Hurricane Katrina settled in Corinth, it was CAST that collected furniture for their apartment. "If somebody should do something, we're the somebody," explains Rebecca. "How can you say you have achieved success when somebody else has not?"

Matching gifts program

When our associates open their checkbooks for causes that matter to them, they know that every dollar they give will go a long way. Each year, Regions matches our associates' and retirees' charitable contributions, up to \$4,000 each, to qualified educational institutions or arts and cultural organizations.

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Anniston Museum of-
 Natural History
 Armed Forces Foundation
 Better Business Bureau
 Camp Smile-A-Mile
 Providence House
 Carson-Newman College
 Harding University
 Family Success Center
 Kids Chance
 Jacksonville State
 Tuscaloosa City Schools
 Family Promise
 Mobile Symphony
 West Anniston Foundation
 American Heart Assoc.
 City Stages
 Indianapolis Symphony
 Childcare Resources
 Special Kids
 Cultural Arts Center
 Tuscaloosa Symphony
 Dothan By Design
 Community Care Network
 Salvation Army
 Birmingham Zoo
 Loaves and Fishes
 Cystic Fibrosis
 Brooks Museum of Art
 Frist Center
 Volunteers in Medicine
 Millsaps College
 Linly Heflin Unit
 Exceptional Foundation
 FSU Foundation
 Bell Center
 Freed-Hardeman Univ.
 Goodwill Industries
 Jackson State University
 Fight SMA
 Mississippi Blood Services
 Jump Start Coalition
 Tennessee Wesleyan College
 Alabama Symphony
 Children's Hospital of Alabama
 Baptist Health Systems
 Delta Blues Museum
 Overtown Youth Center
 Preserve Sight



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What a Difference a Day Makes

Our associates are known for putting in long volunteer hours to serve their communities. And beginning in 2007, Regions is offering each associate a paid day off each year to go out and make life better. To plant a flower bed at a neighborhood school. To sort donations at the local food bank. To help build a home for a needy family. To collect supplies for victims of a natural disaster. And we plan to share what our associates do--internally, because we're proud of our volunteers, and externally, because we want everyone to know what extraordinary people work at Regions.

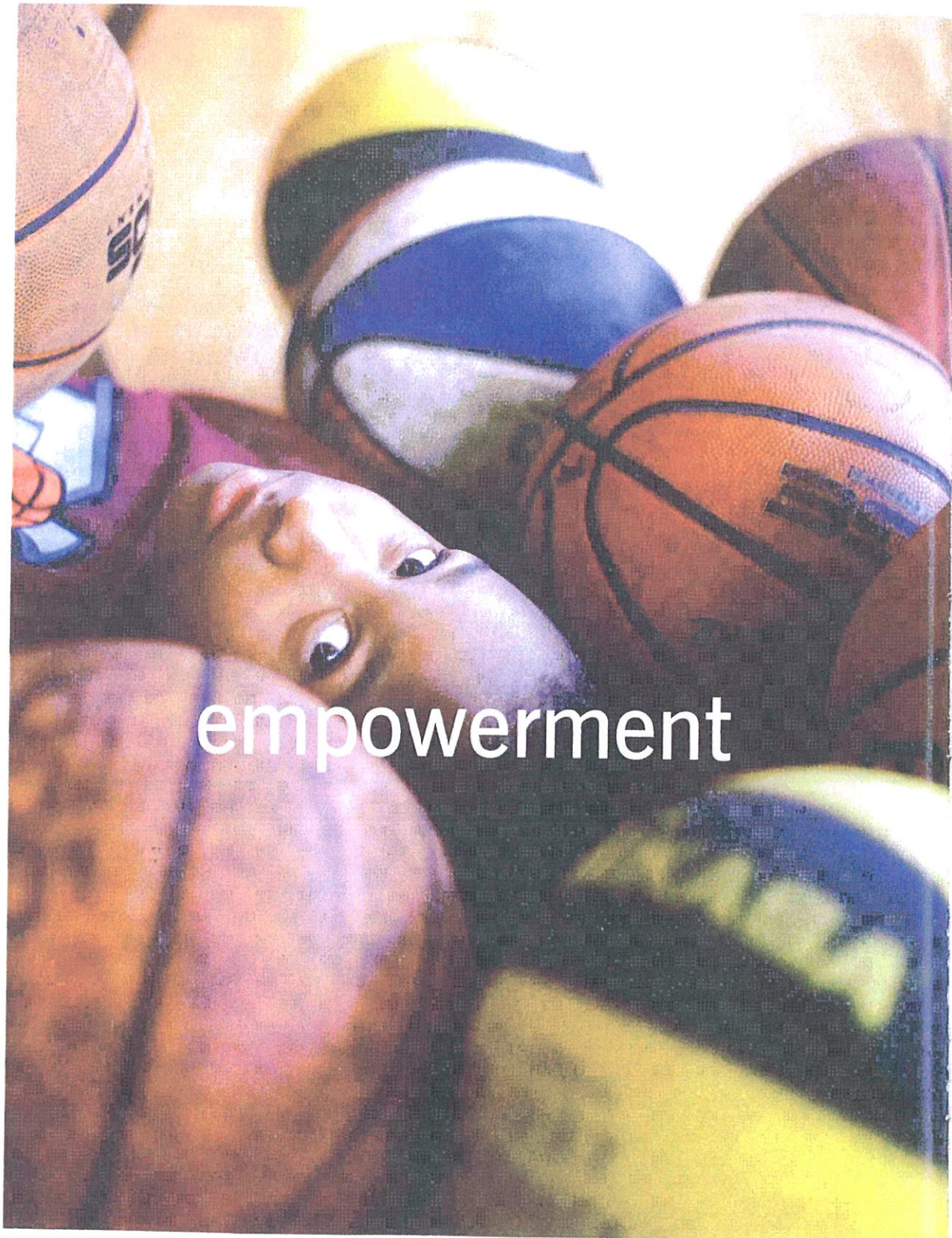
Dependent Scholarships

Over the years, we have offered our associates a wide variety of opportunities to help their children pursue higher education, and we are continuing this tradition in the new Regions. Scholarships offered by the bank have ranged from one-time grants to annual \$7,000 scholarships renewable for up to four years. More than \$1 million has been distributed, a significant portion of it funded personally by President and Chief Executive Officer Dowd Ritter and his wife, Susan. In addition, dependents of Regions associates receive priority consideration for the Carl E. and Ann K. Jones Regions Endowed Scholarships at the University of Alabama. Honoring the service of Carl E. Jones Jr. as past CEO of Regions, these scholarships are funded by a \$1 million contribution from the bank and a \$1 million contribution from the Joneses.

5 for 5

Regions associates are eligible for many financial benefits, including significant discounts on mortgage loans. In addition, Regions offers a special program to help any qualified associate achieve the dream of home ownership. The 5 for 5 is a forgivable, interest-free \$5,000 loan that can be used to reduce the amount of out-of-pocket cash needed to close on a home. As long as participating associates remain with Regions, they don't have to make payments on this loan, and at the end of five years the entire \$5,000 will have been "paid off" by the bank. We know the value of home ownership, and our associates know it. With 5 for 5, we help more of them attain that dream.

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Success By Six
 Delta Waterfowl Foundation
 Arkansas State University
 Multiple Melanoma Research
 Carey Counseling Ctr.
 Cooper Green Hospital
 Birmingham City Schools
 Centre for the Living Arts
 Broadway in Knoxville
 Arkansas Arts Ctr.
 Huntsville Symphony
 Catholic Charities
 Bryan Symphony
 Entrepreneurial Ctr.
 Horizons 2012
 Green Hills Learning Ctr.
 Azalea Gardens
 Friends of Genesis House
 Hope for Chattanooga
 Min. States Health
 Leadership Birmingham
 Magic City Sports
 Historic Arkansas Museum
 Laurel Civic
 International College
 Literacy Council
 Heidelberg Elementary
 Louisiana Museum
 Volunteer Florida
 Brookhaven Academy
 Pensacola Museum
 Mary Bird Perkins-
 Cancer Center
 Philander Smith College
 Opelika Arts
 Mission Mississippi
 Florida A&M University
 Kidney Foundation
 Community Service
 Mid Florida Housing
 Dress For Success
 Excellence in Education
 Alabama Shakespeare-
 Festival
 Children's Museum Houston
 Bay Area Womens Coalition
 Austin Peay State University
 Hannah Homes
 Mississippi State University



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Community reinvestment

In Aiken, South Carolina, young children will have a new, modern building in which to attend a Head Start preschool. In Jackson, Mississippi, an elderly woman benefited from much-needed home repairs on Community Build Day, an annual service event sponsored by Regions and the local Voice of Calvary Ministries. In Hammond, Louisiana, a microloan program provided crucial seed money for aspiring small-business owners. In Atlanta, 136 senior citizens will move into an affordable new residential complex because of a \$5.4 million community-development loan. And in Houston, 170 families who dreamed of owning homes saw their dreams come true because of Regions' \$4.5 million partnership with the City of Houston, Freddie Mac, and a local developer of affordable housing.

Although miles away and worlds apart, these people all have something in common: Their lives were made better through Regions' community reinvestment activities. At Regions, we have a passion for advancing human potential in every corner of the community. A passion for building pathways to success. A passion for making life better. Communities know from experience that they can expect more from us. Consider that in 2006 alone:

\$3 billion
 community
 development loans

We originated more than 50,000 housing loans totaling \$7.8 billion, and more than 71,000 small-business and small-farm loans totaling approximately \$6.9 billion.

Our investments qualified under the Community Reinvestment Act totaled \$550 million--investments aimed at strengthening communities by creating new opportunities for personal and business success.

We originated some \$3 billion in community-development loans for such purposes as affordable housing, neighborhood revitalization initiatives, disaster-area recovery, and job creation.

Hidden in these numbers are stories of communities revived, new businesses born, families established in homes that will strengthen their economic outlook for generations to come.

Through our Supply Partner Diversity Program, certified Minority, Women, and Disadvantaged Business Enterprises can create business relationships with Regions. The program's goals include forming relationships with high-performing diverse business enterprises in our market areas and having a positive economic impact in the communities where we live and work.

It's all part of making communities more prosperous. Making families stronger. Making life better for all.

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yes, we can we make life better.

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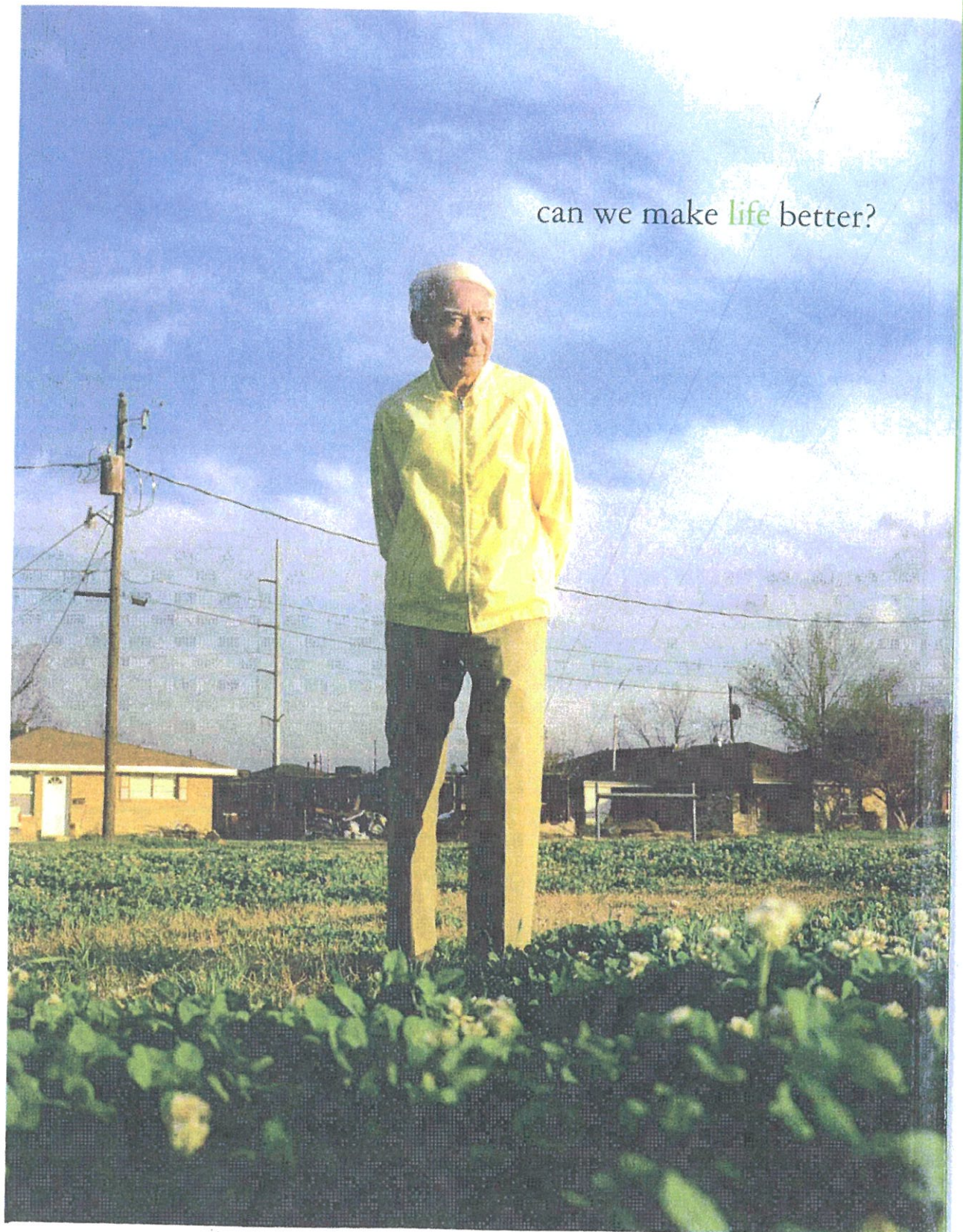
The paper and printing process used to create this publication are certified by the Forest Stewardship Council, whose standards for environmental responsibility in forest management are recognized around the world. This paper contains up to ten percent post-consumer waste.

For more information on charitable guidelines, procedures, contacts, or other information about Regions' community involvement, please visit regions.com/socialresponsibility.

Regions is proud to serve our communities in 16 states.



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